

**MARVEL**

VOL  
**18**

# ULTIMATE SPIDER-MAN®



## ULTIMATE KNIGHTS



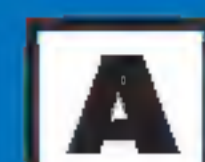
ULTIMATE MARVEL TEAM-UP!



Ultimate Daredevil attempts to enlist Spider-Man in a crusade to bring down the Kingpin — permanently. But with his aunt's life hanging by a thread, and his serious girl problems with MJ and Kitty Pryde, crimebusting may be the last thing on young Mr. Parker's mind.

Collecting *Ultimate Spider-Man* #106-111, written by Brian Michael Bendis (*New Avengers*) and illustrated by Mark Bagley (*The Pulse*).

MARVEL



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ULTIMATE  
SPIDER-MAN®

VOL  
18



ULTIMATE KNIGHTS

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# ULTIMATE SPIDER-MAN®

ISSUE

106

ULTIMATE KNIGHTS: PART 1

**MARVEL**

**BENDIS**

**BAGLEY**

**HENNESSY**

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# PREVIOUSLY IN ULTIMATE SPIDER-MAN...

The bite of a genetically-altered spider granted high school student Peter Parker incredible, arachnid-like powers! When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He learned the invaluable lesson that with great power must also come great responsibility...

Now the fledgling super hero tries to balance a full high school curriculum, a night job as a web designer for the Daily Bugle tabloid, a friendship with the beautiful Mary Jane Watson, and swing time as the misunderstood, web-slinging Spider-Man.

Recently, Doctor Octopus was secretly making clones of Peter Parker. The clones escaped from their laboratory and made a mess out of the real Peter's life. In the bedlam that followed, the clones destroyed the Parker home, MJ was injected with the Oz formula (the substance that mutated the spider that gave Peter his powers), and Aunt May suffered a near-fatal heart attack after discovering Peter's double life as Spider-Man.

Reed Richards (super-genius leader of the super-hero team, the Fantastic Four) seems to have cured MJ of any mutations caused by the Oz formula, and Peter and MJ have gotten back together...meaning that Peter's troubled relationship with Kitty Pryde (of the mutant team, the X-Men) is effectively in shambles.

Since gaining his powers, Spider-Man has had several confrontations with New York crime boss Wilson Fisk (A.K.A. the Kingpin of Crime) and a couple of run-ins with the guardian of Hell's Kitchen, the mystery man known as Daredevil.

They are not friends.



# ULTIMATE KNIGHTS

PART 1

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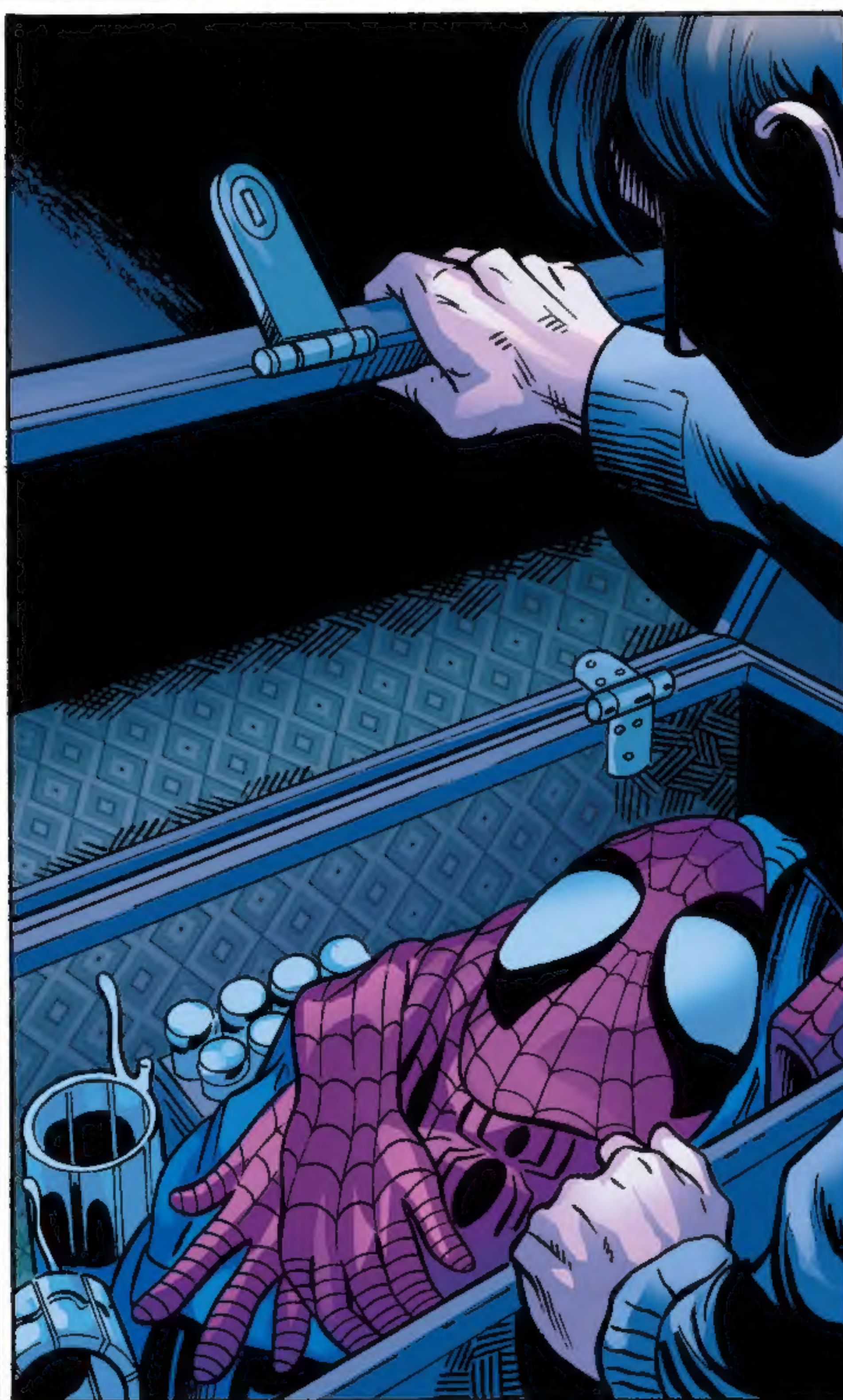


Okay, this is relatively untouched by the bedlam that is my life.

Small favors.



CLICK  
CLACK



Phone's dead.

Great. I have to call my now *ex*-girlfriend Kitty and *tell* her that we are no longer dating...

So she can come over here and beat the holy snot out of me for being a two-timing snake, which is what I am.

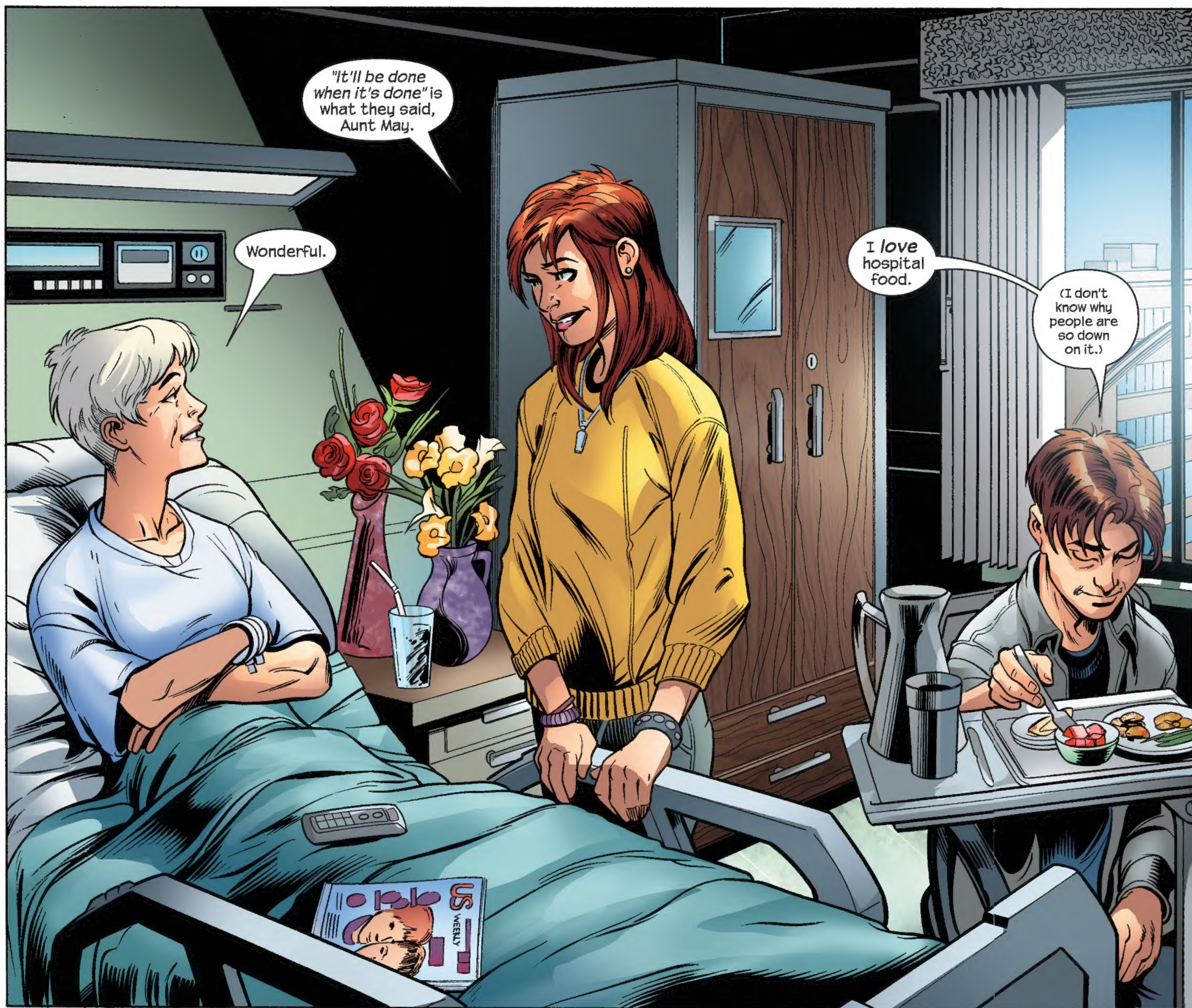
And every minute that goes by that I *don't* tell her is not making this any *easier*.

Oy!

Exactly, and I'm not even Jewish.

"How long will this 'Damage Control' *take*?"



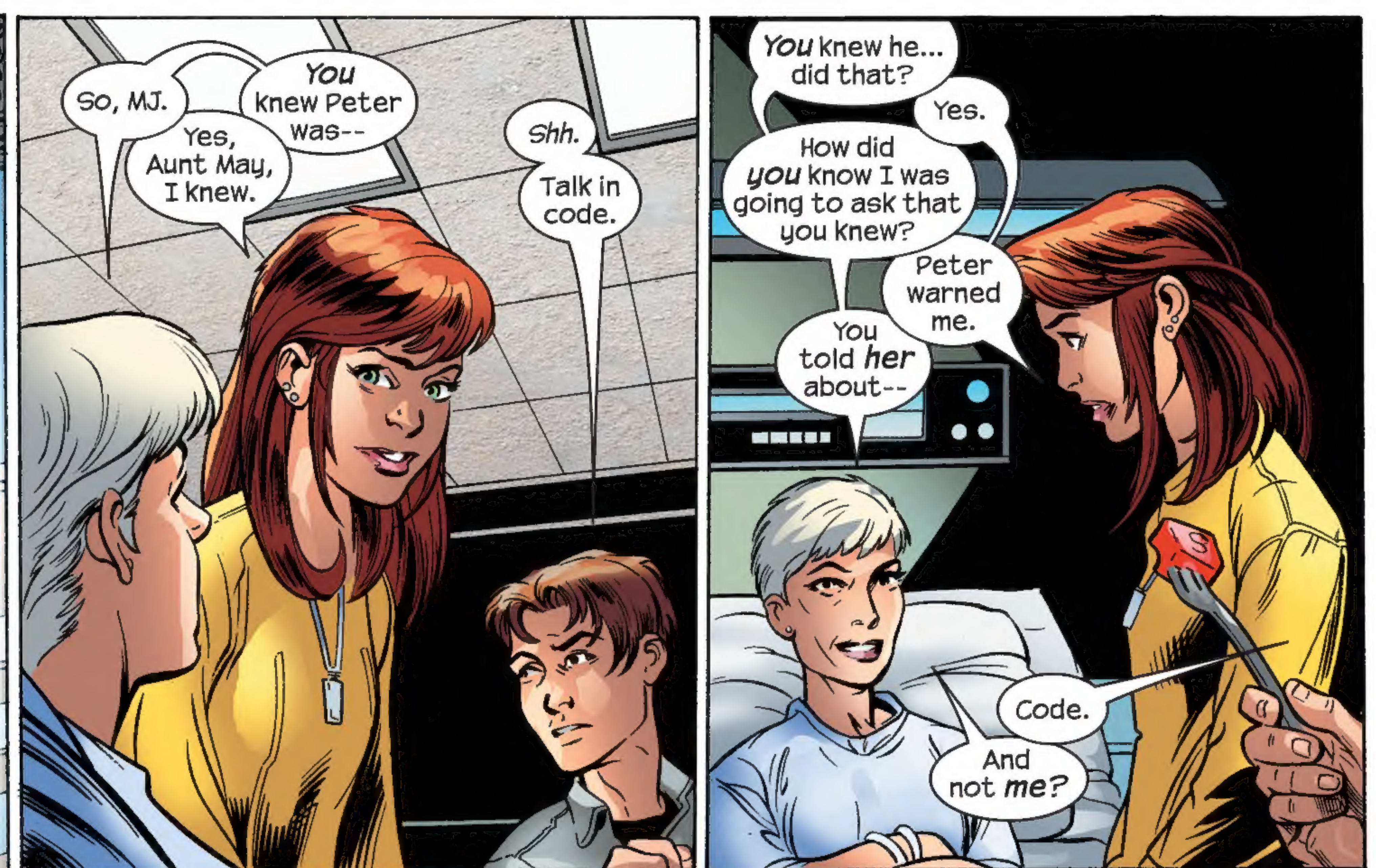


"It'll be done when it's done" is what they said, Aunt May.

Wonderful.

I love hospital food.

(I don't know why people are so down on it.)



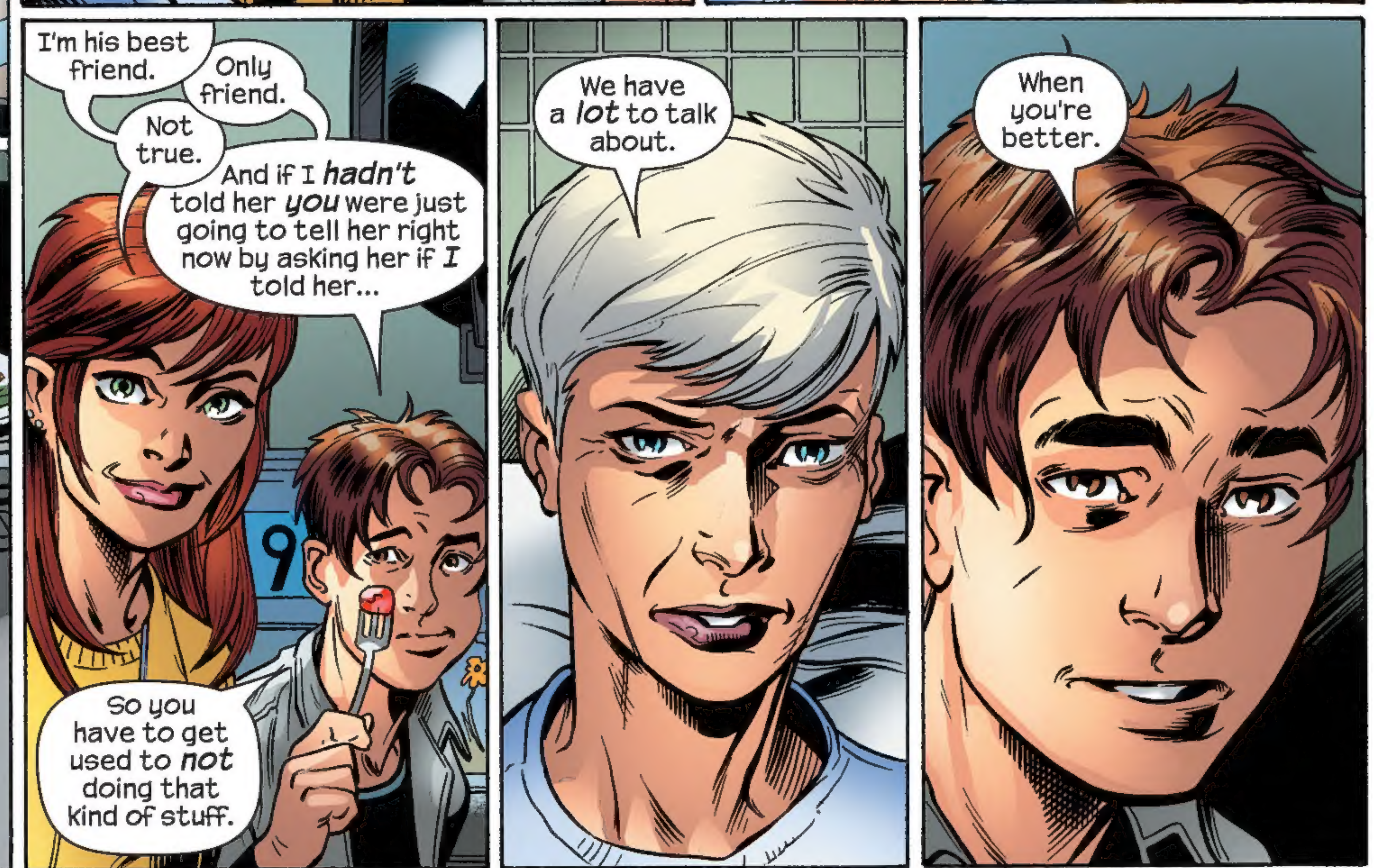
So, MJ. Yes, Aunt May, I knew.

You knew Peter was--

Shh. Talk in code.

You knew he... did that? Yes. How did you know I was going to ask that you knew? Peter warned me. You told her about--

Code. And not me?



I'm his best friend. Only friend. Not true.

And if I *hadn't* told her *you* were just going to tell her right now by asking her if I told her...

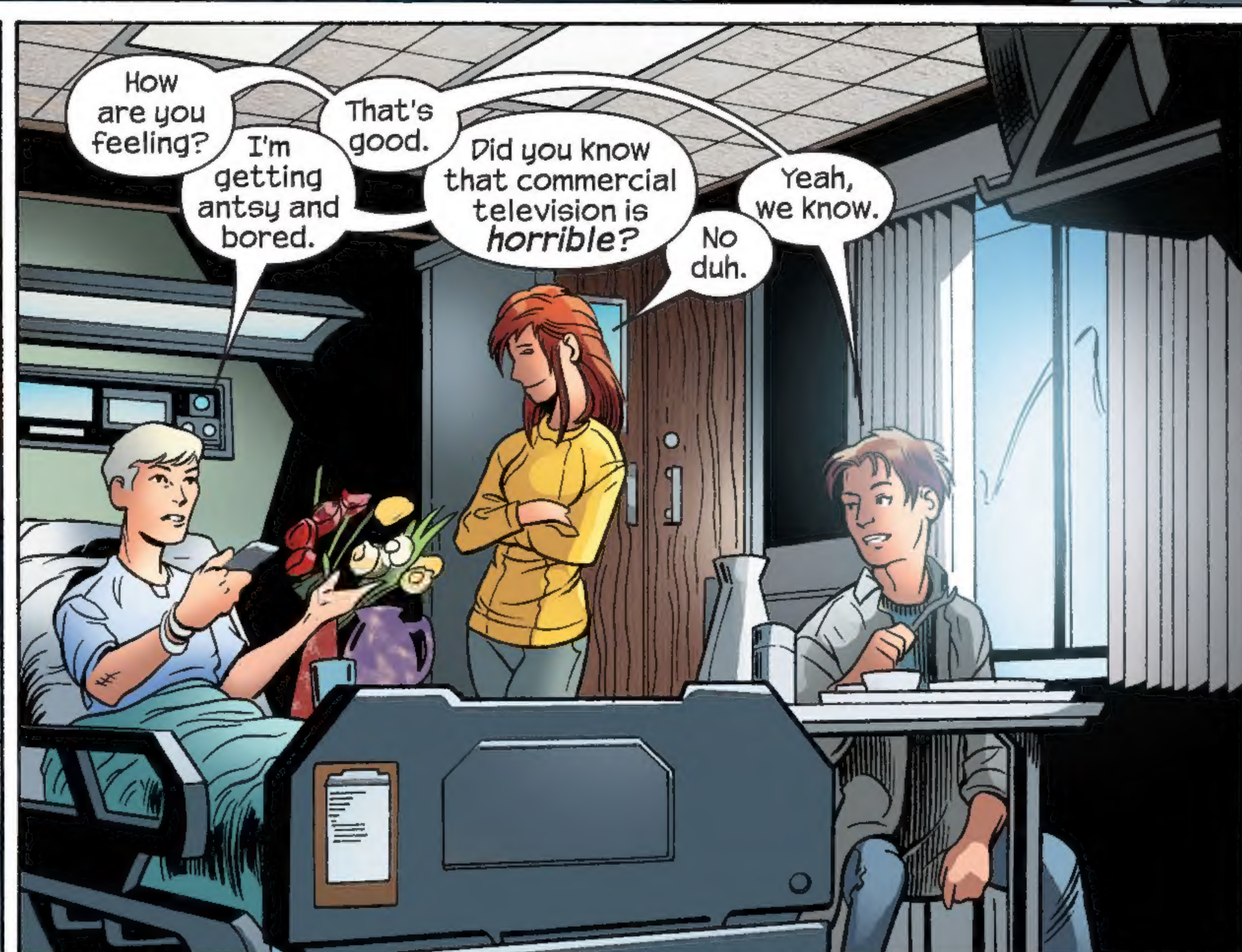
So you have to get used to *not* doing that kind of stuff.

We have a lot to talk about.

When you're better.



Fair enough.



How are you feeling? I'm getting antsy and bored.

That's good.

Did you know that commercial television is horrible?

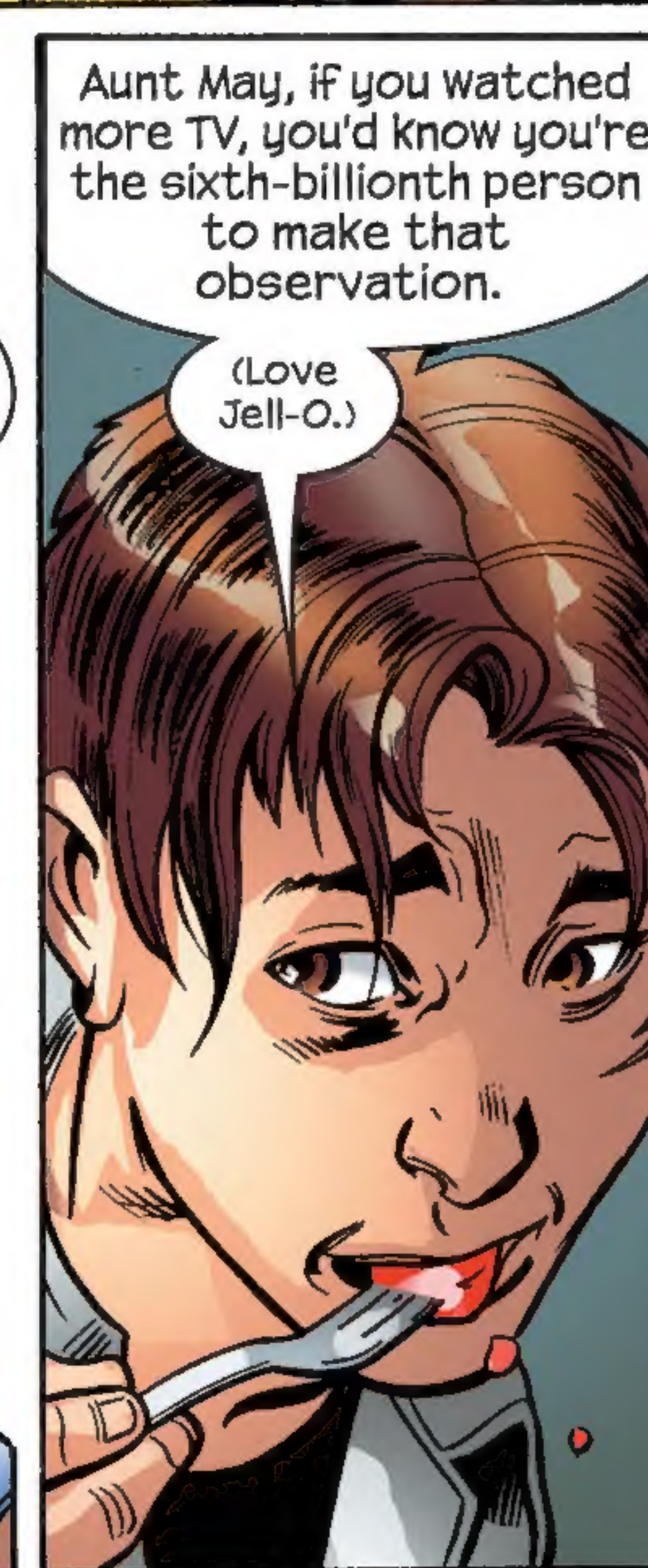
No duh.

Yeah, we know.



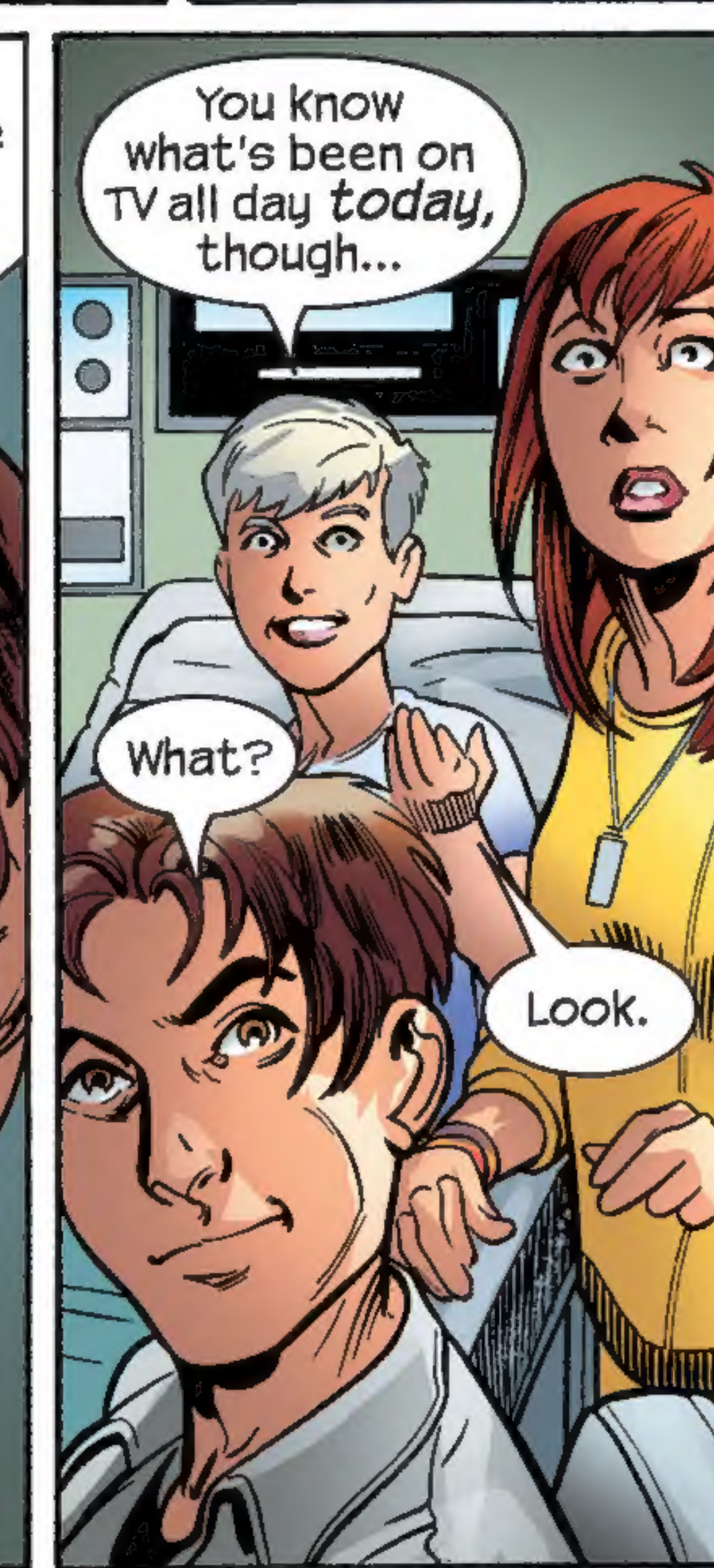
Why do they call it "reality TV"? It's *not*.

It's just game shows without sets. There's nothing *real* about it.



Aunt May, if you watched more TV, you'd know you're the sixth-billionth person to make that observation.

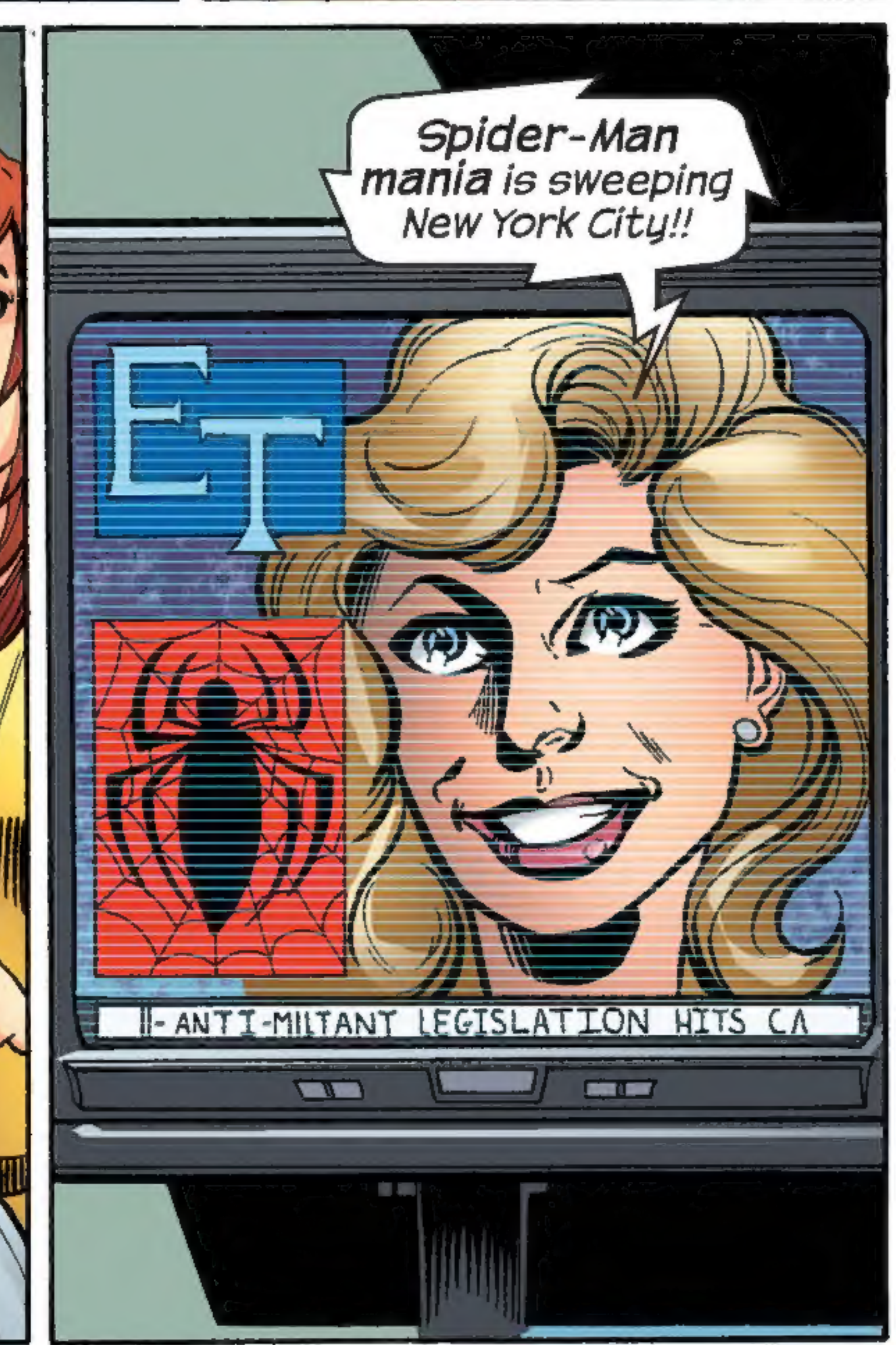
(Love Jell-O.)



You know what's been on TV all day today, though...

What?

Look.

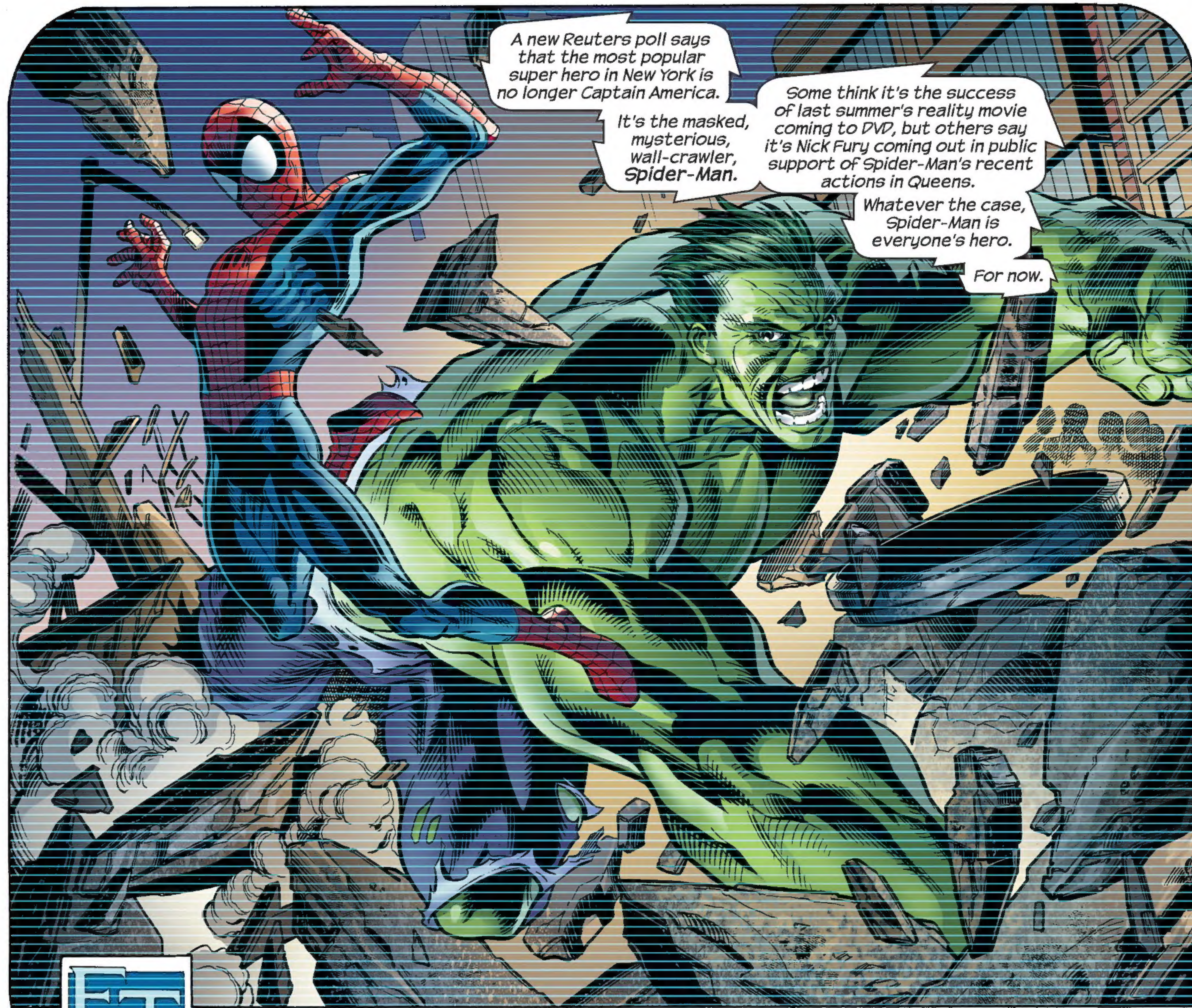


Spider-Man mania is sweeping New York City!!

ET

II-ANTI-MILITANT LEGISLATION HITS CA





A new Reuters poll says that the most popular super hero in New York is no longer Captain America.

It's the masked, mysterious, wall-crawler, Spider-Man.

Some think it's the success of last summer's reality movie coming to DVD, but others say it's Nick Fury coming out in public support of Spider-Man's recent actions in Queens.

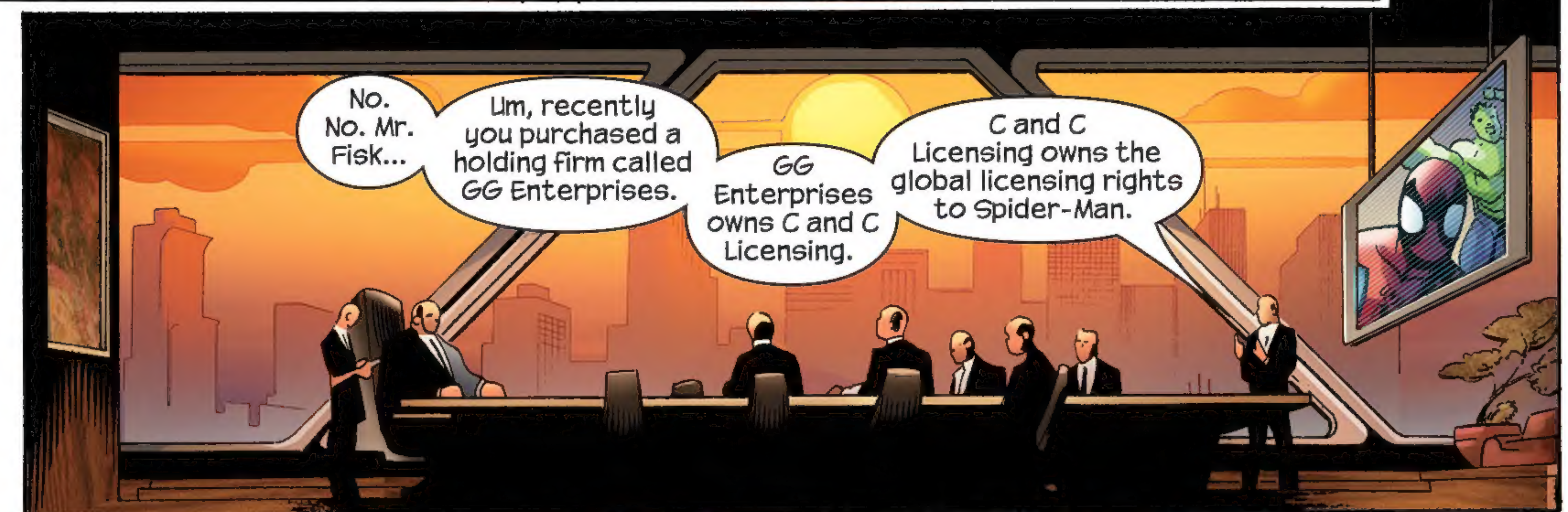
Whatever the case, Spider-Man is everyone's hero.

For now.



Why are you showing me this?

Are you trying to upset me?

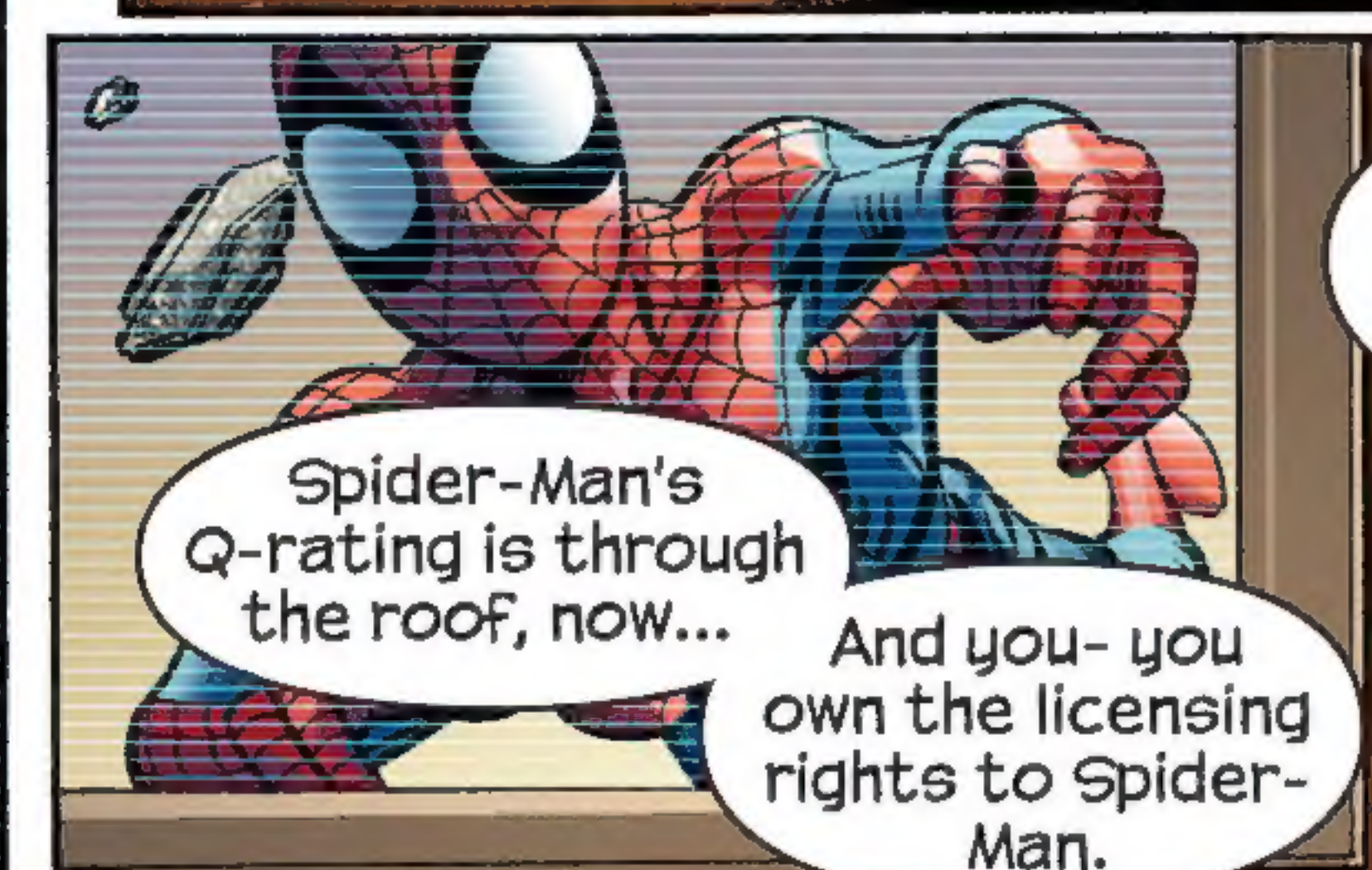


No. No. Mr. Fisk...

Um, recently you purchased a holding firm called GG Enterprises.

GG Enterprises owns C and C Licensing.

C and C Licensing owns the global licensing rights to Spider-Man.



Spider-Man's Q-rating is through the roof, now...

And you- you own the licensing rights to Spider-Man.

Yes, see, Spider-Man started out on the low-rent wrestling circuit.

This wrestling company called Hercules Wrestling, Inc. actually owned the name and license and put out T-shirts...

And when that movie came out last summer and did huge business- the studio stepped on Hercules Wrestling, Inc.'s neck and didn't let them put any Spider-Man stuff out at all.

They ended up in bankruptcy and, well, now you have it.



You have about a nine-month window for merchandising on his wave of popularity--

H-here is an estimated cash value of the investment and what the return is, based on some of the figures we have from Tony Stark's Ultimates franchise *and* what the army has made off of the Fantastic Four license--

I own Spider-Man.



You own the important part.

You own the likeness.



Take any sublicense offer.

Take any media offer.

Go to town. Flood the market.

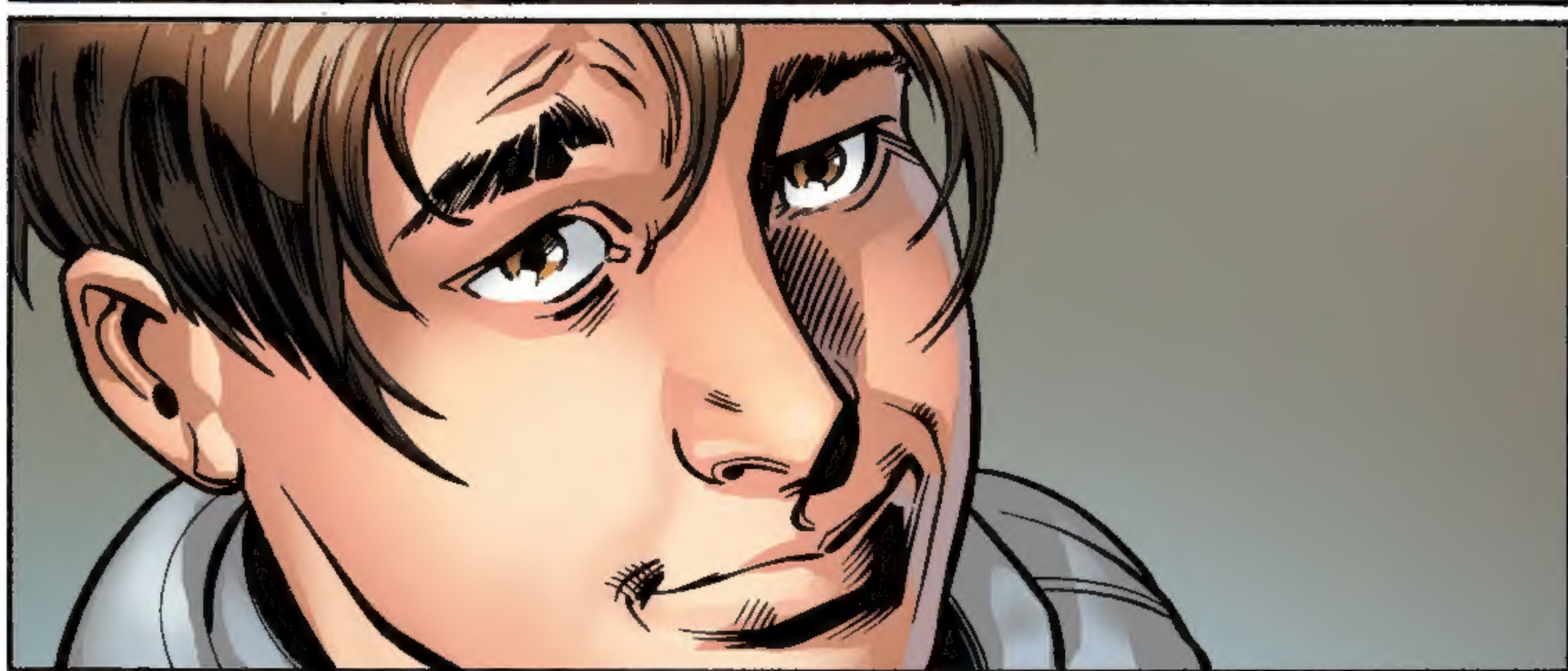
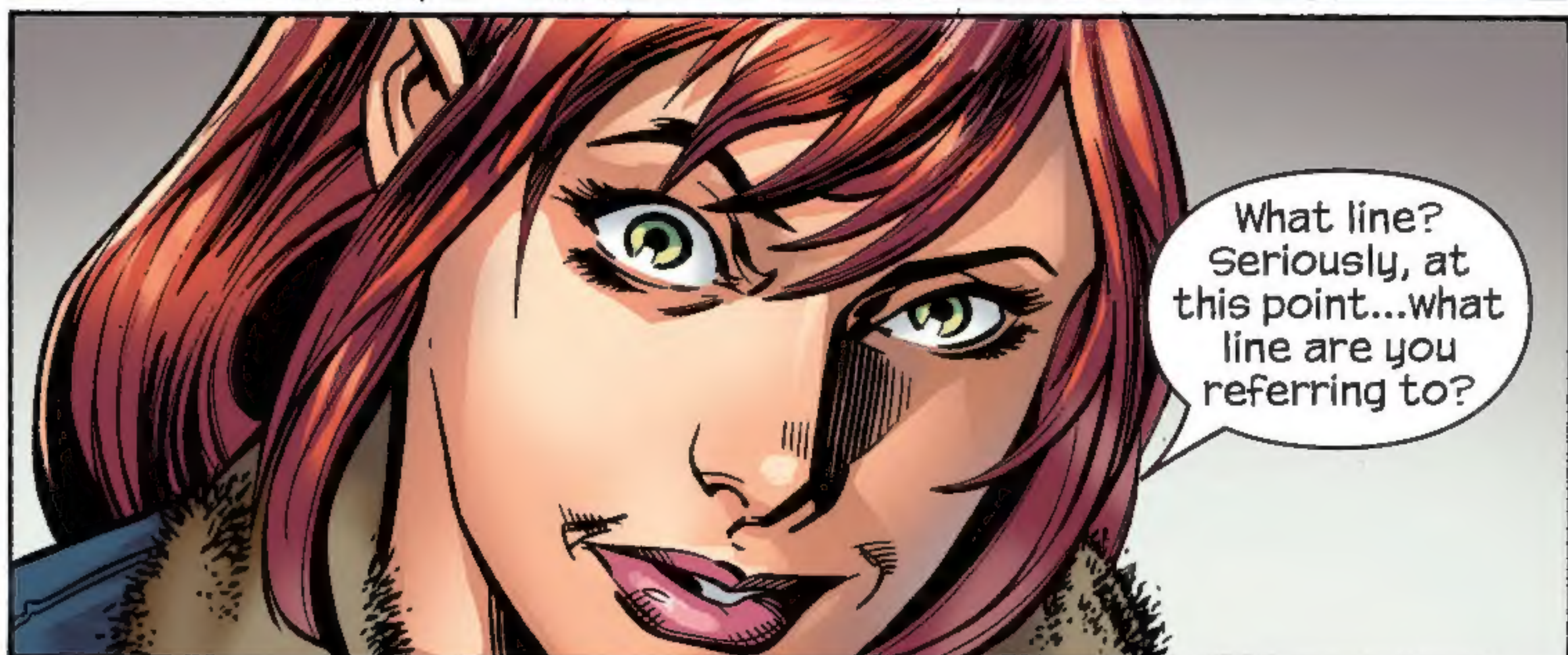


Run it into the ground?

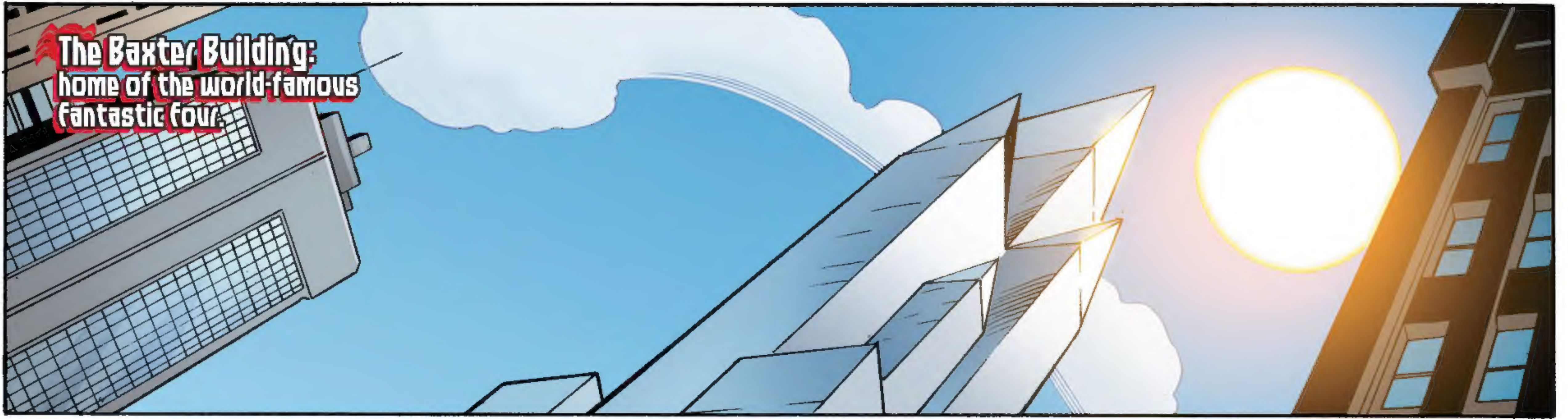


Exactly.

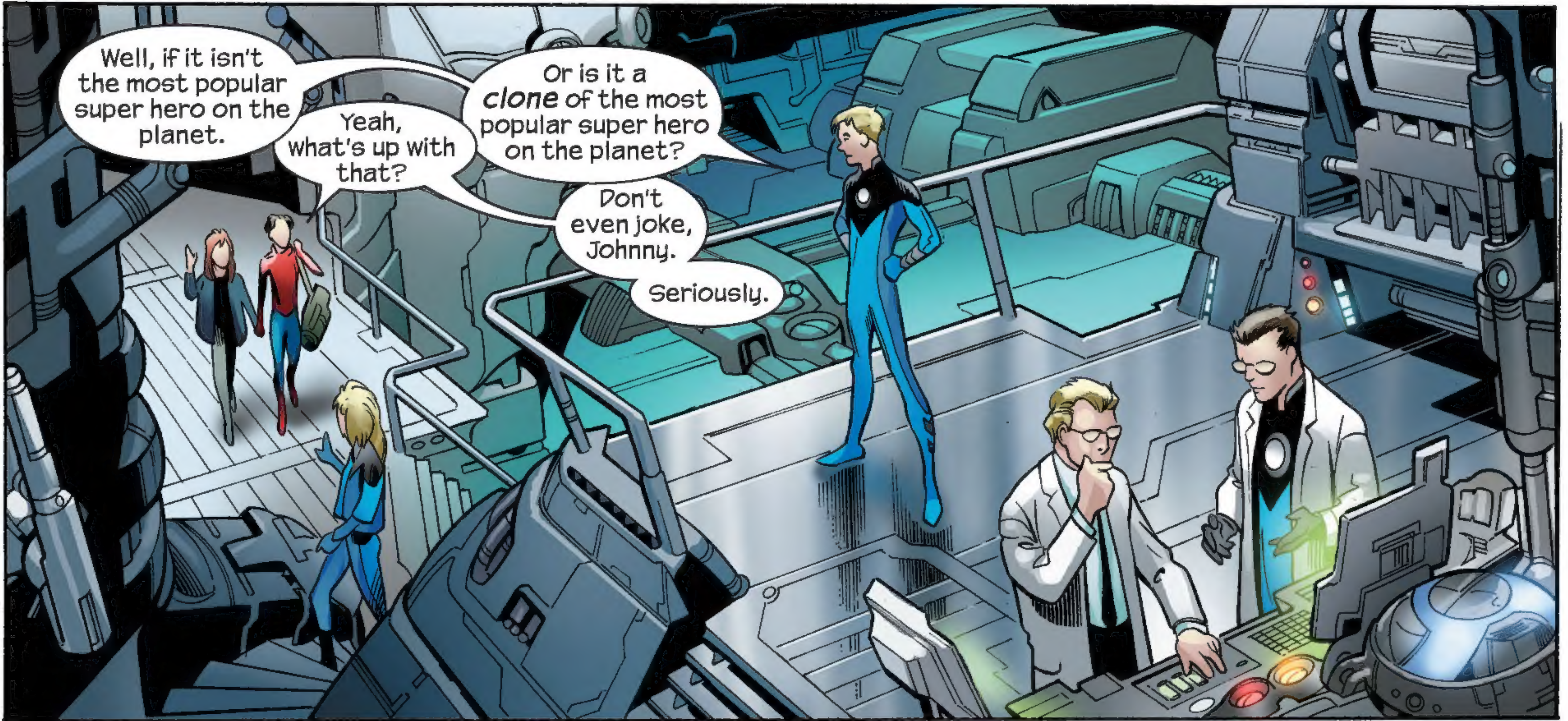








**The Baxter Building:**  
home of the world-famous  
Fantastic Four.



Well, if it isn't  
the most popular  
super hero on the  
planet.

Yeah,  
what's up with  
that?

Or is it a  
*clone* of the most  
popular super hero  
on the planet?

Don't  
even joke,  
Johnny.

Seriously.



It's Fury manipulating the  
media for you, to quell his  
guilt about how he has  
treated you.

I thought  
that too,  
Sue.

Oh,  
it *is*.

MJ, hi, I  
just wanted to  
do some follow-up  
checks on you.

You went through  
what we refer to as a  
*traumatic genetic  
event*.



Doctor Storm and  
I want to just do  
some tests.

How  
long will this  
take?

About  
an hour.

Will it  
hurt?

Not  
even a  
little.

Are you  
cool if I swing  
across the  
street--?

Yeah,  
go.



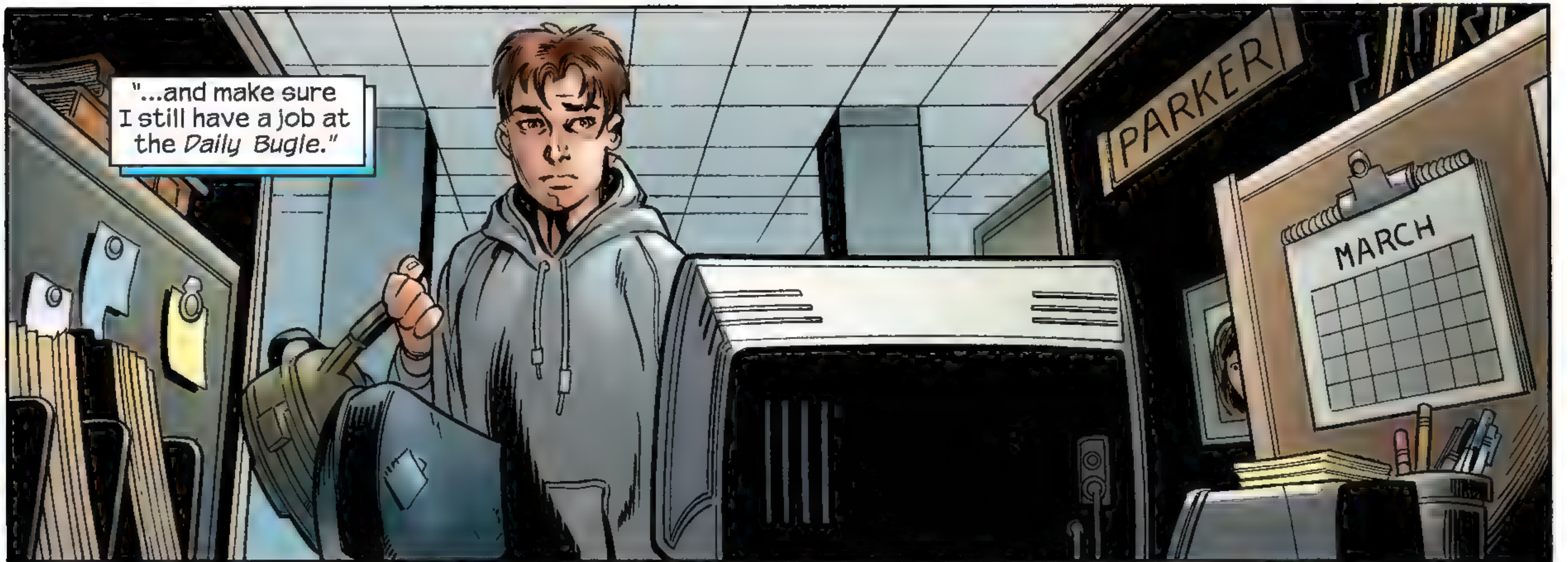
You  
sure?

Totally.

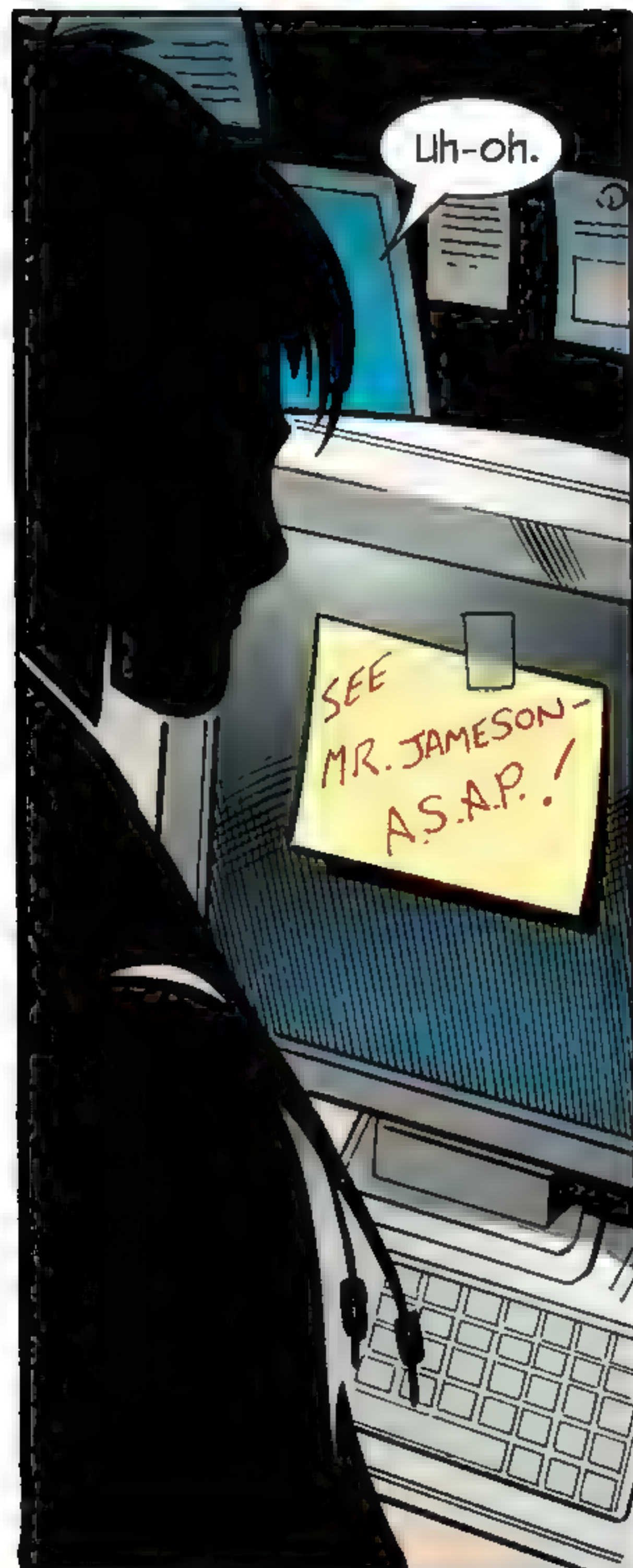
I'll be back  
in a few minutes,  
I just have to  
go...

It's just  
like being at the  
dentist but much,  
uh, more insane.



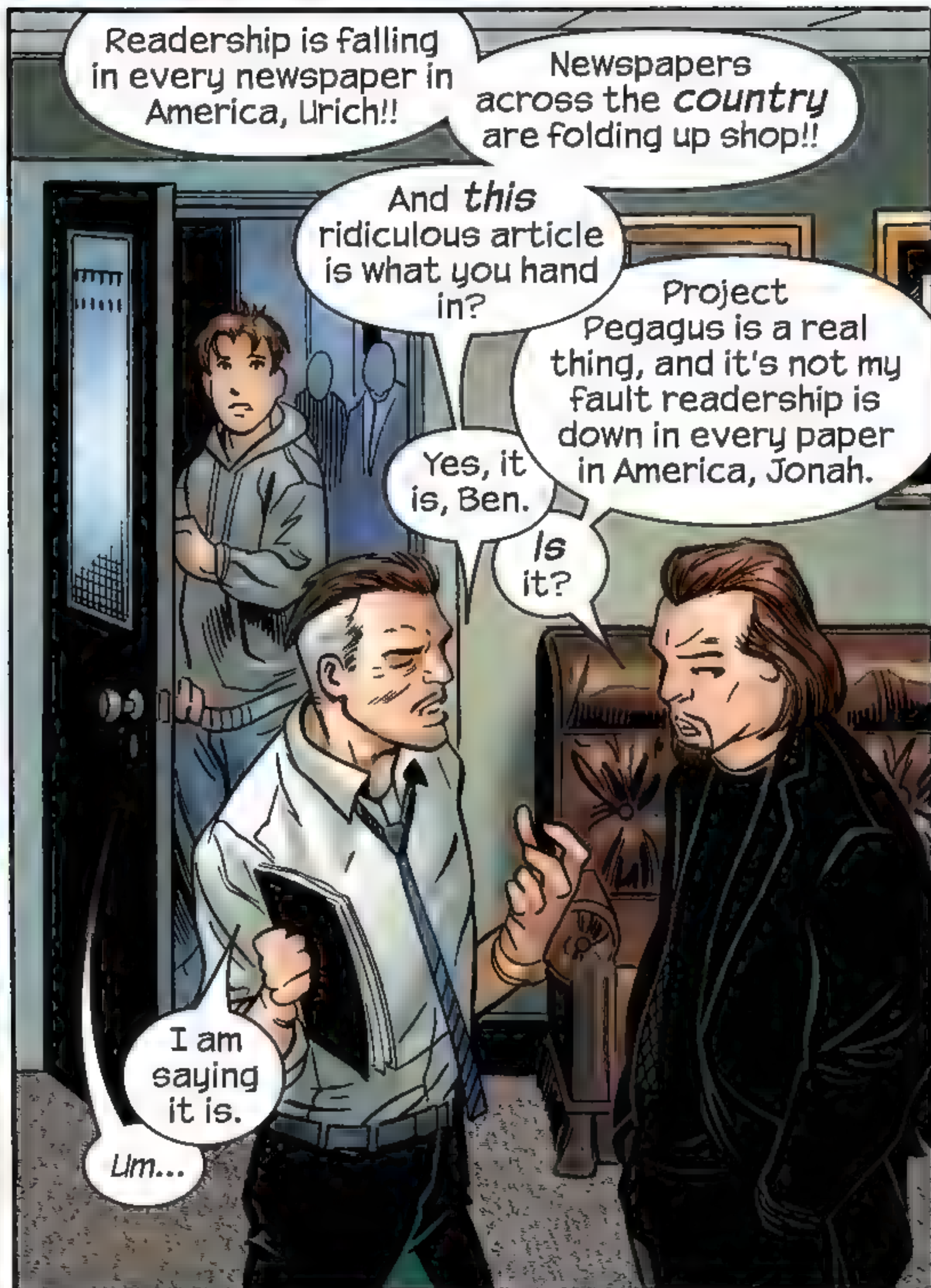


"...and make sure I still have a job at the *Daily Bugle*."



Uh-oh.

SEE MR. JAMESON- A.S.A.P.!



Readership is falling in every newspaper in America, Ulrich!!

Newspapers across the *country* are folding up shop!!

And *this* ridiculous article is what you hand in?

Project Pegagus is a real thing, and it's not my fault readership is down in every paper in America, Jonah.

Yes, it is, Ben.

Is it?

I am saying it is.

Um...



Oh, look who's here!!!

Hey, everybody!! It's Mister I-can-come-into-work-when-ever-I-want.

I--



"Am fired"?

"I don't work here anymore"?

"I just learned a hard life lesson"?



I'm fired?

Again?



Parker came to work here for life lessons.

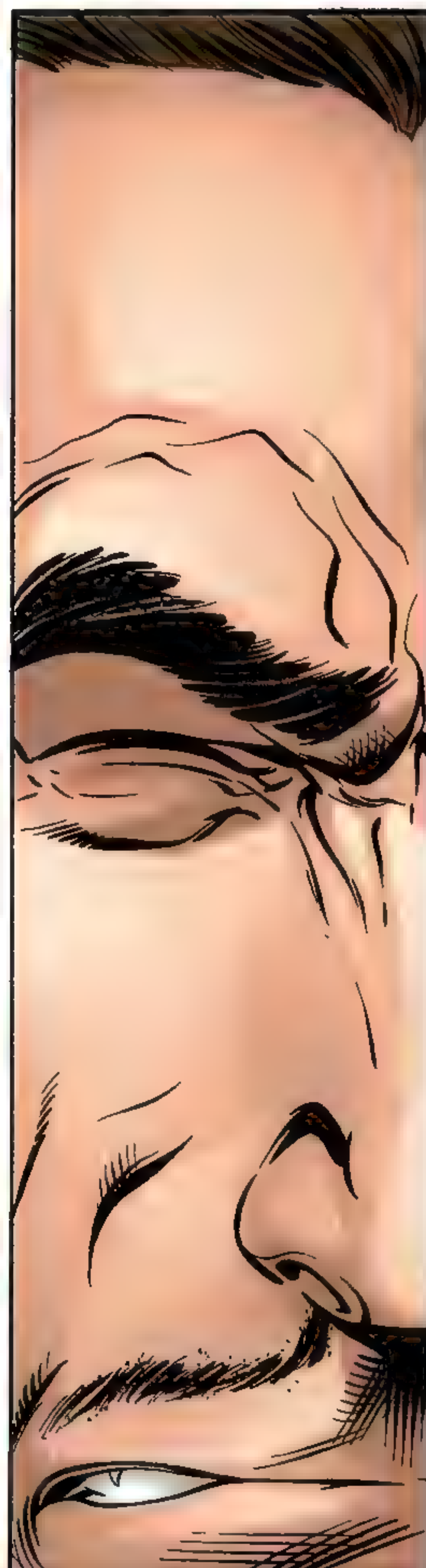
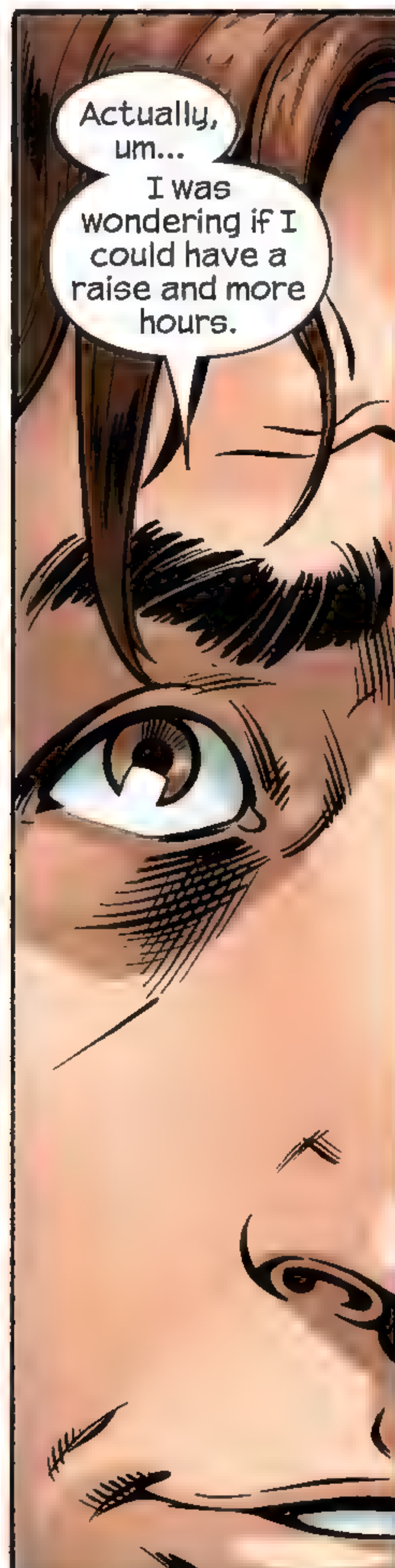
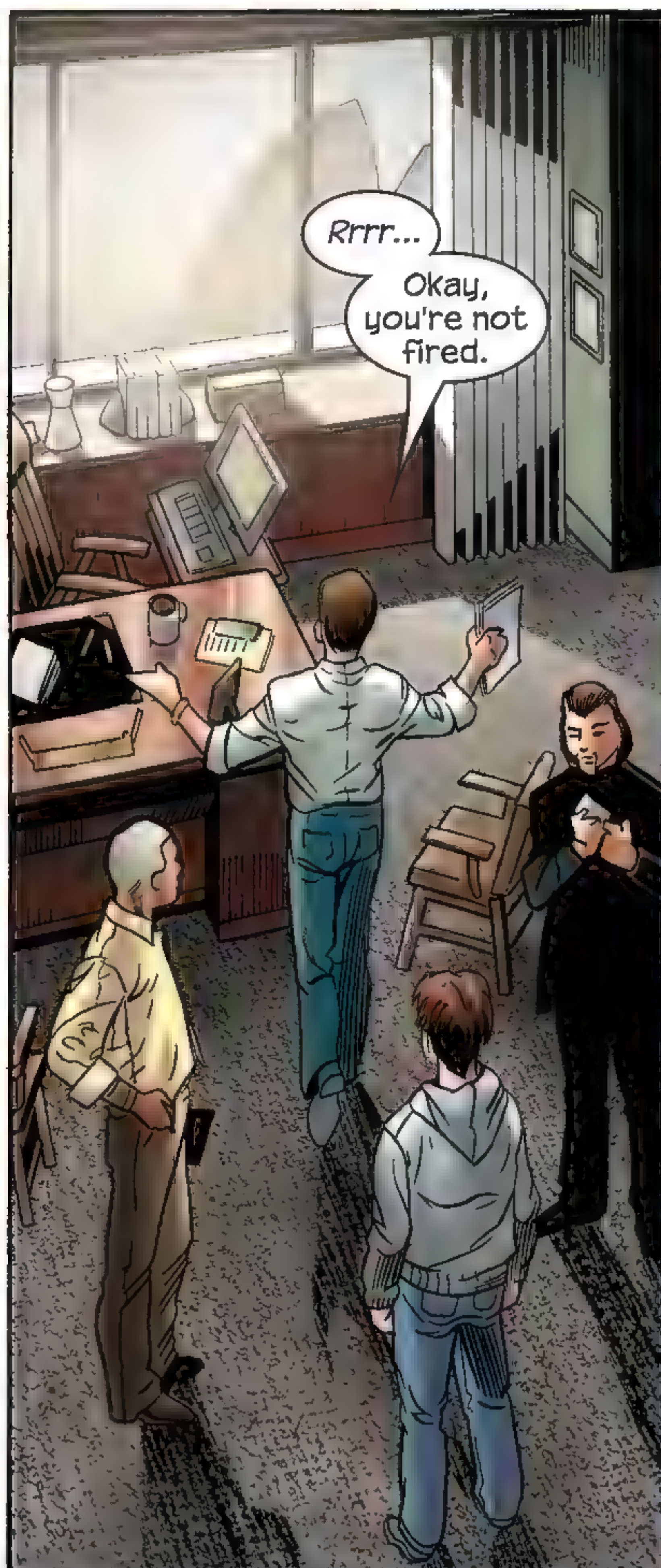
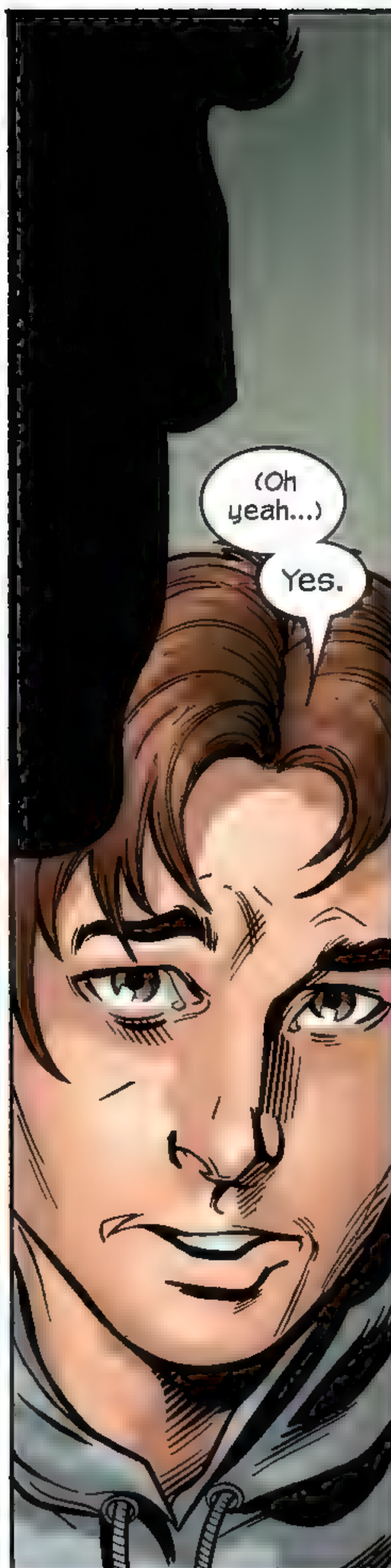
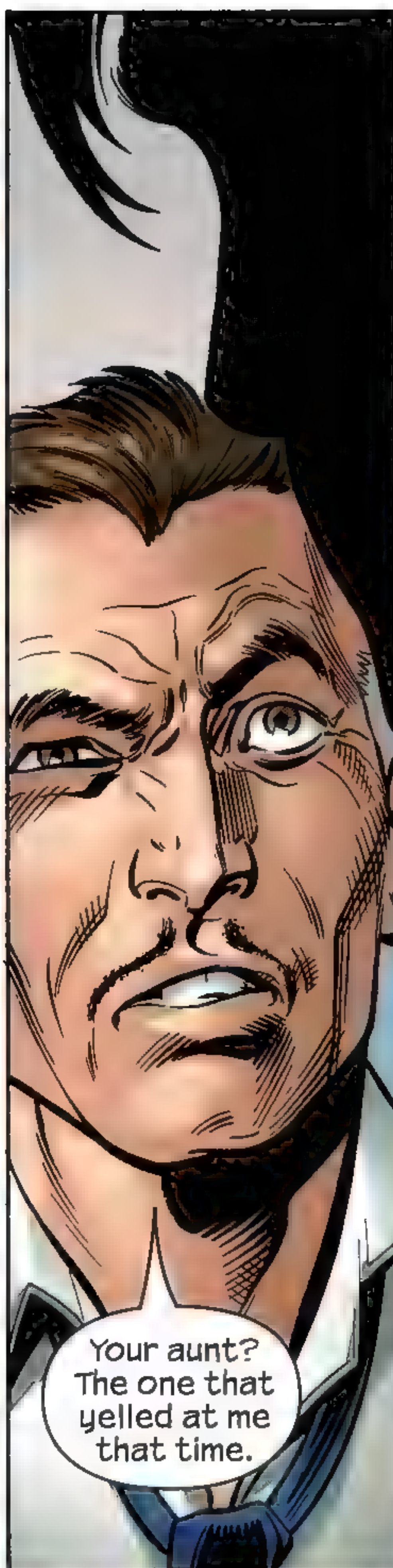
You don't show up to work, you get fired.

It's a life lesson and I just taught it to you.

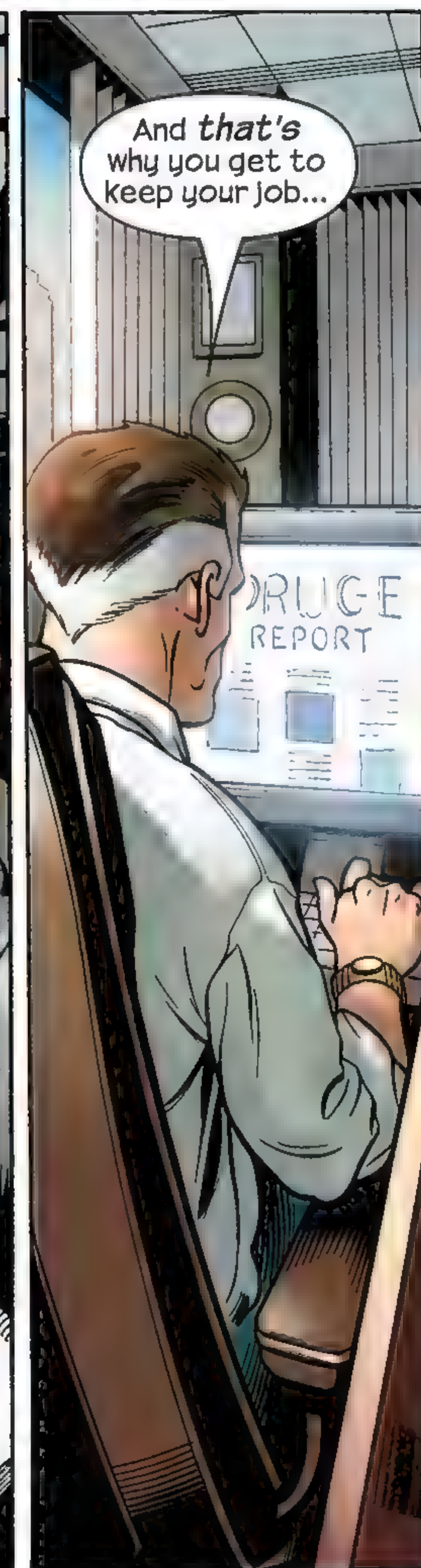
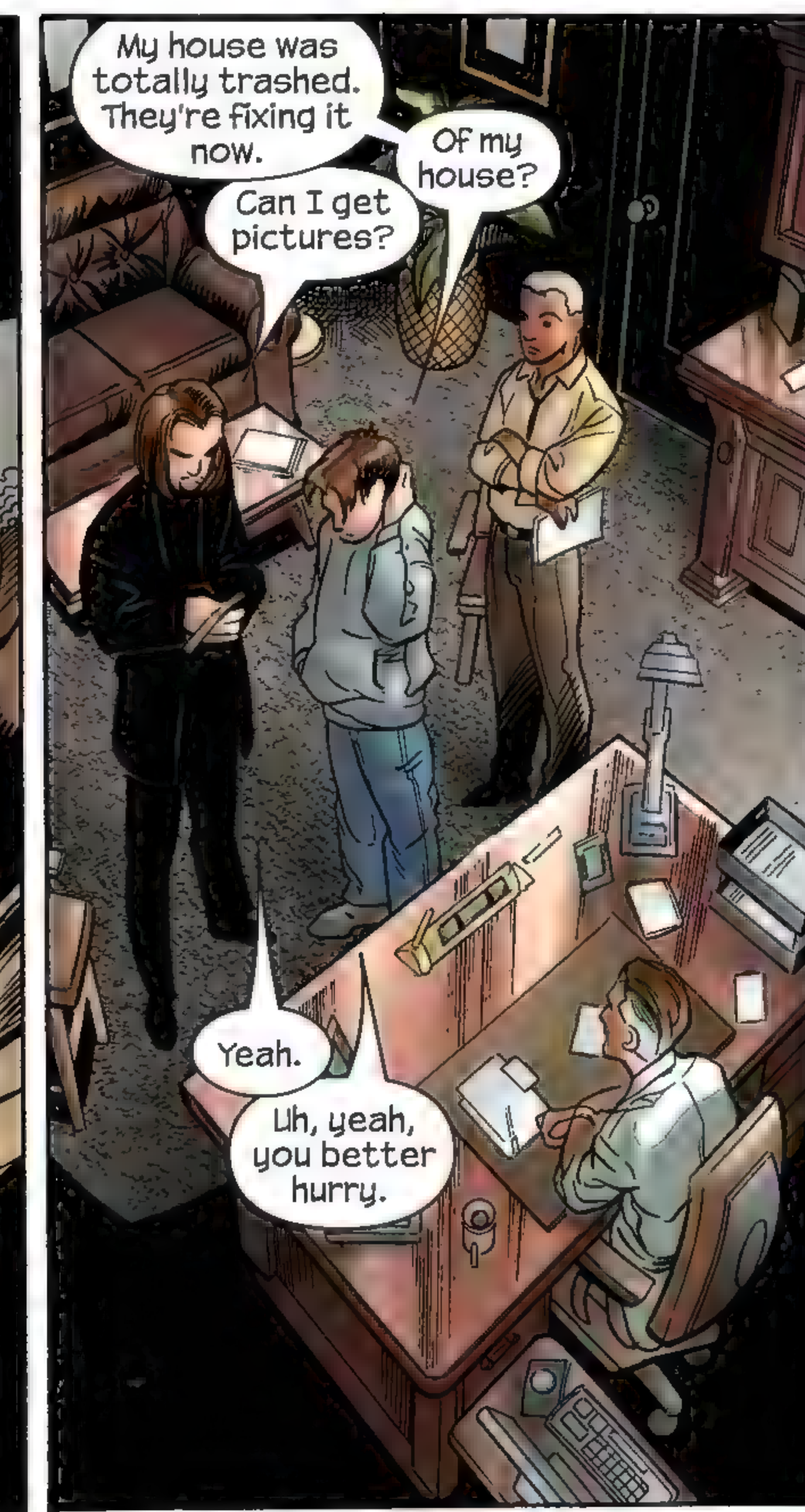
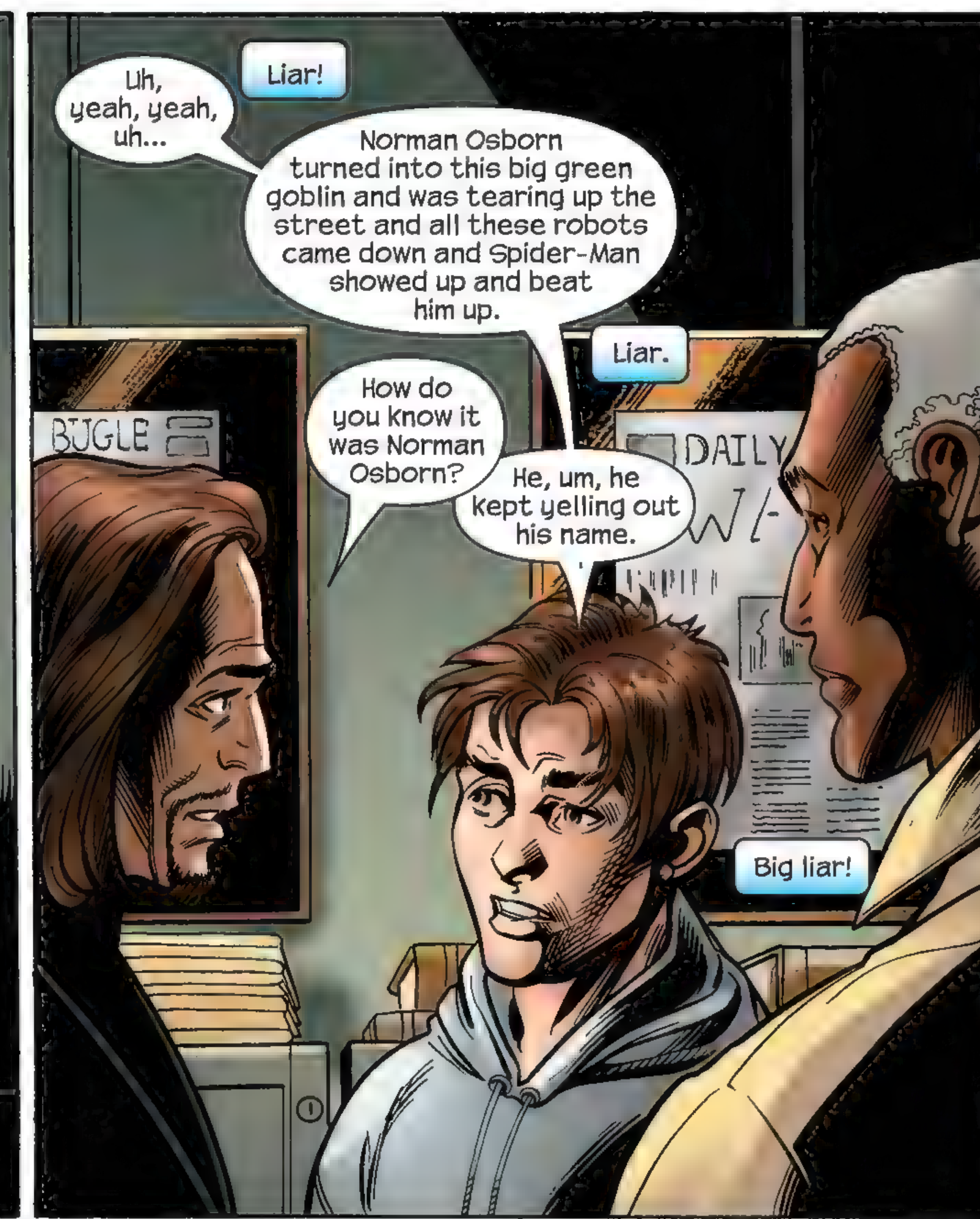
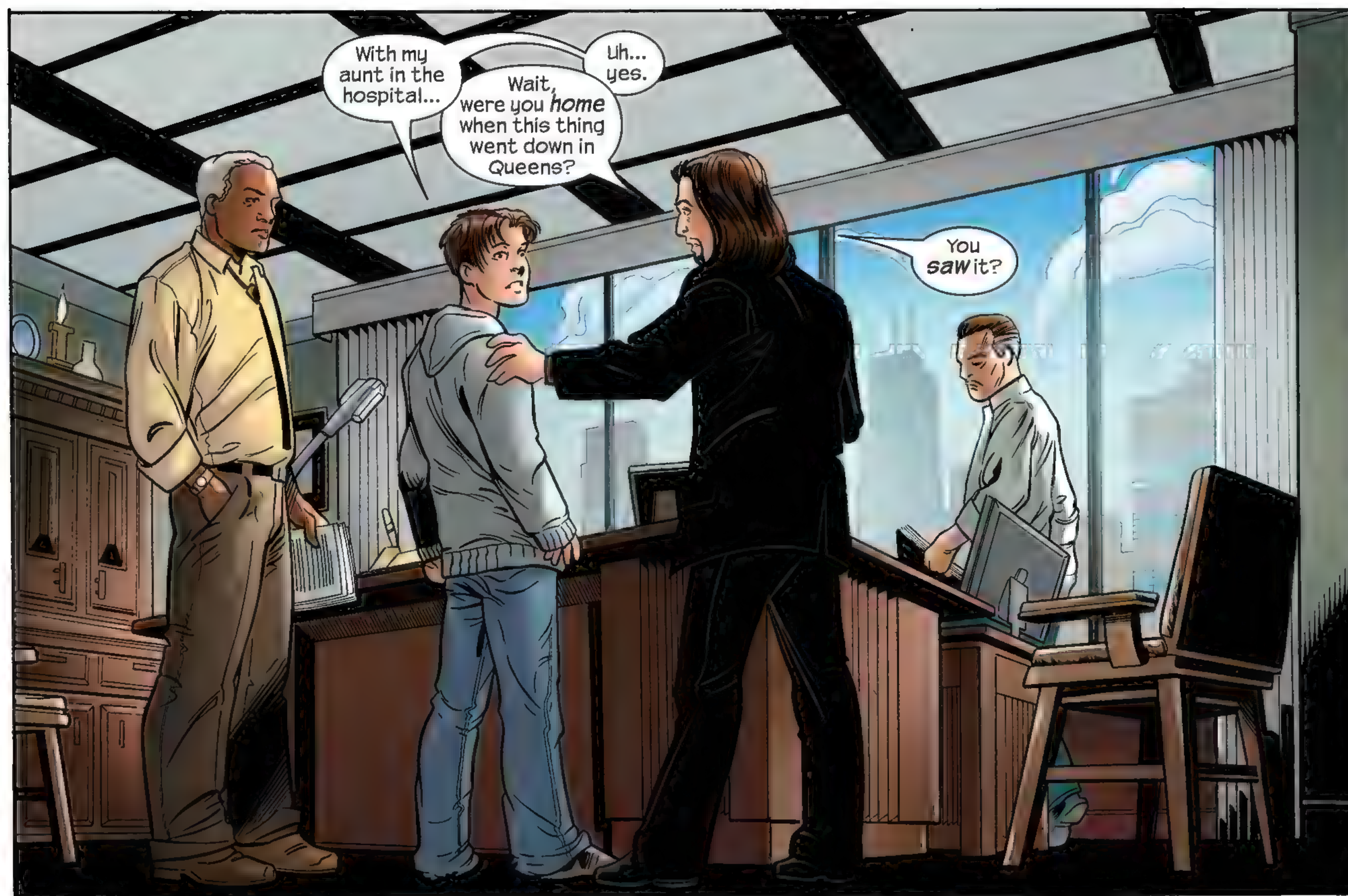
Today you are a man.

Buh-bye.

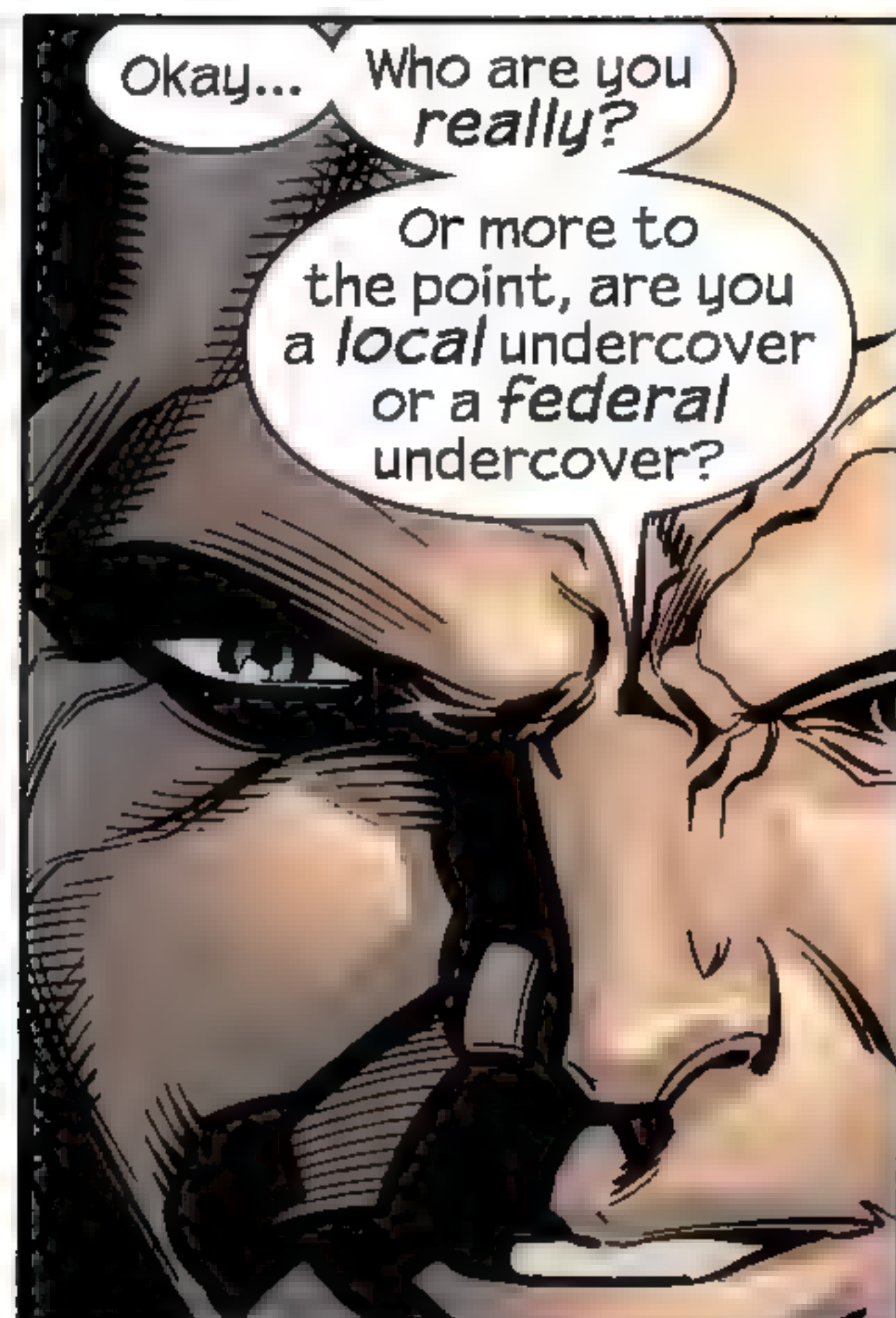




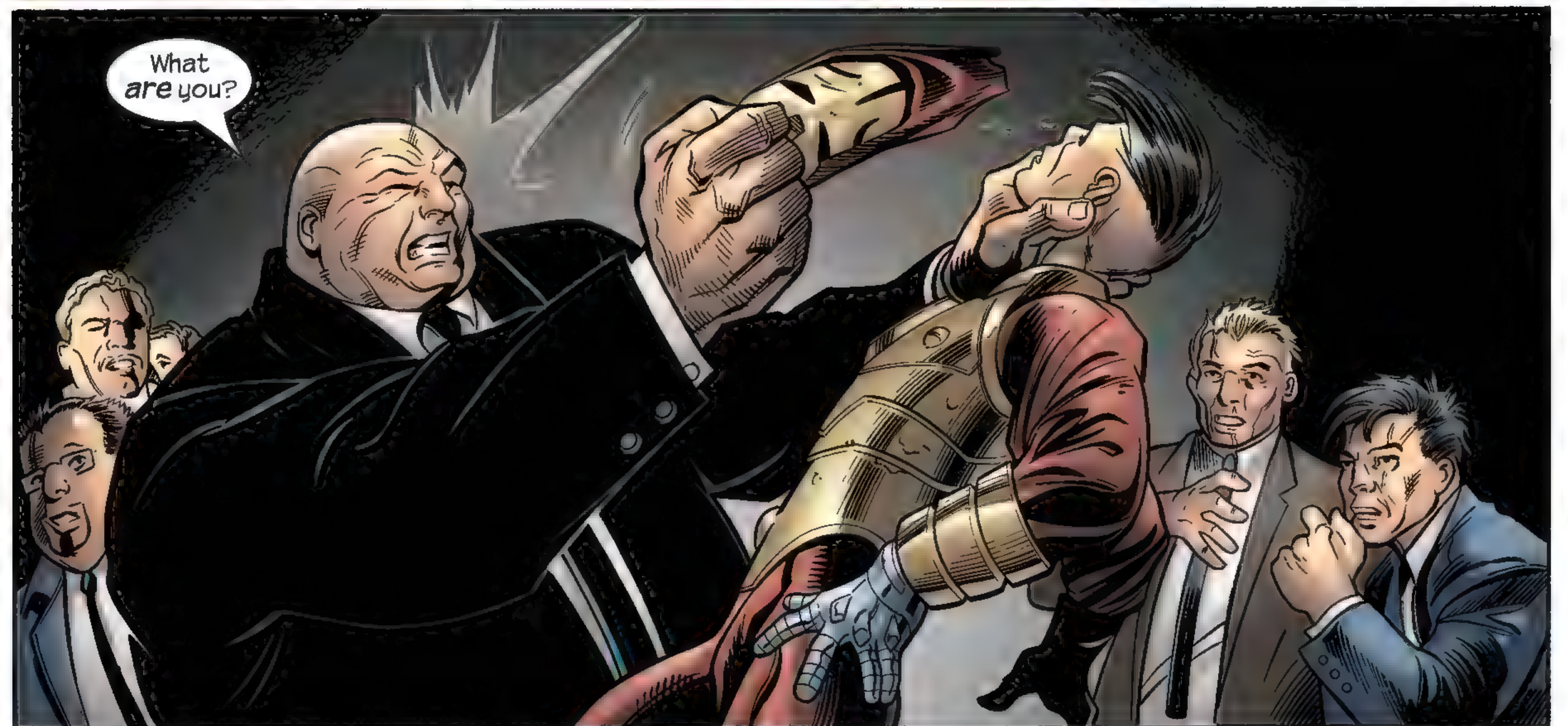
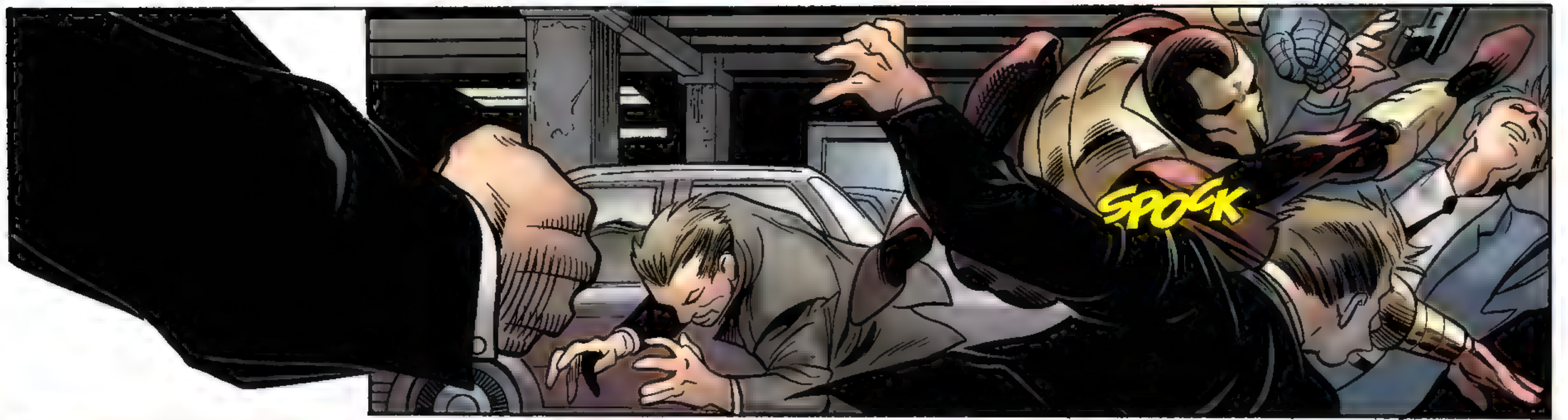
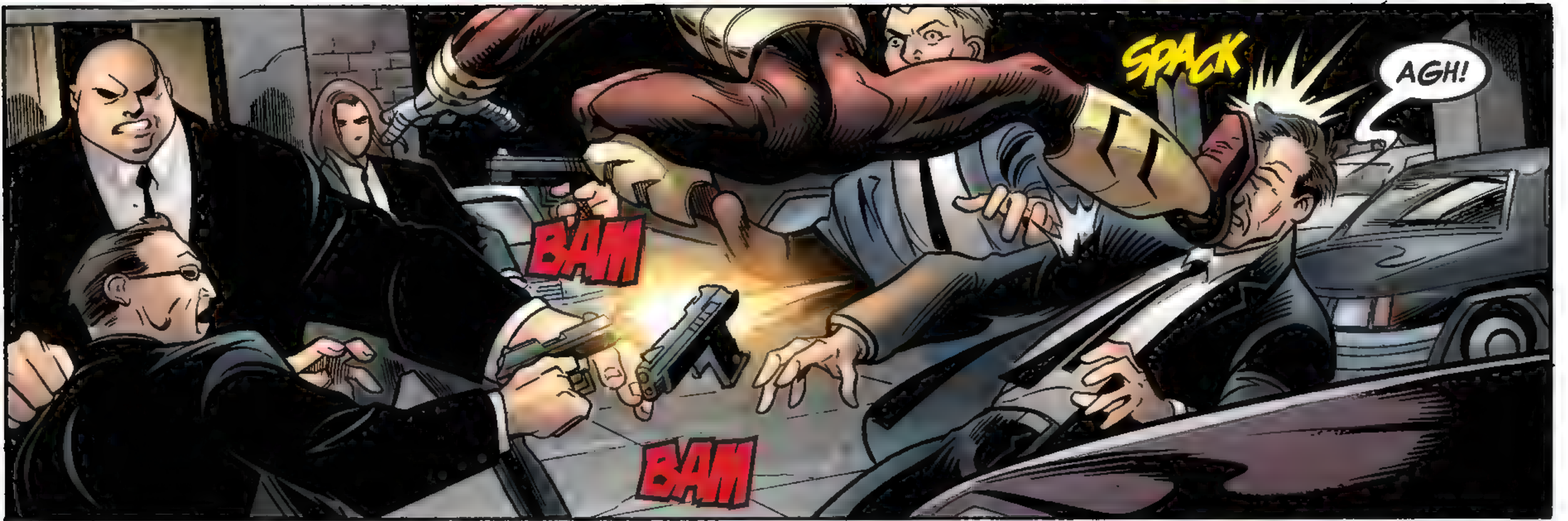




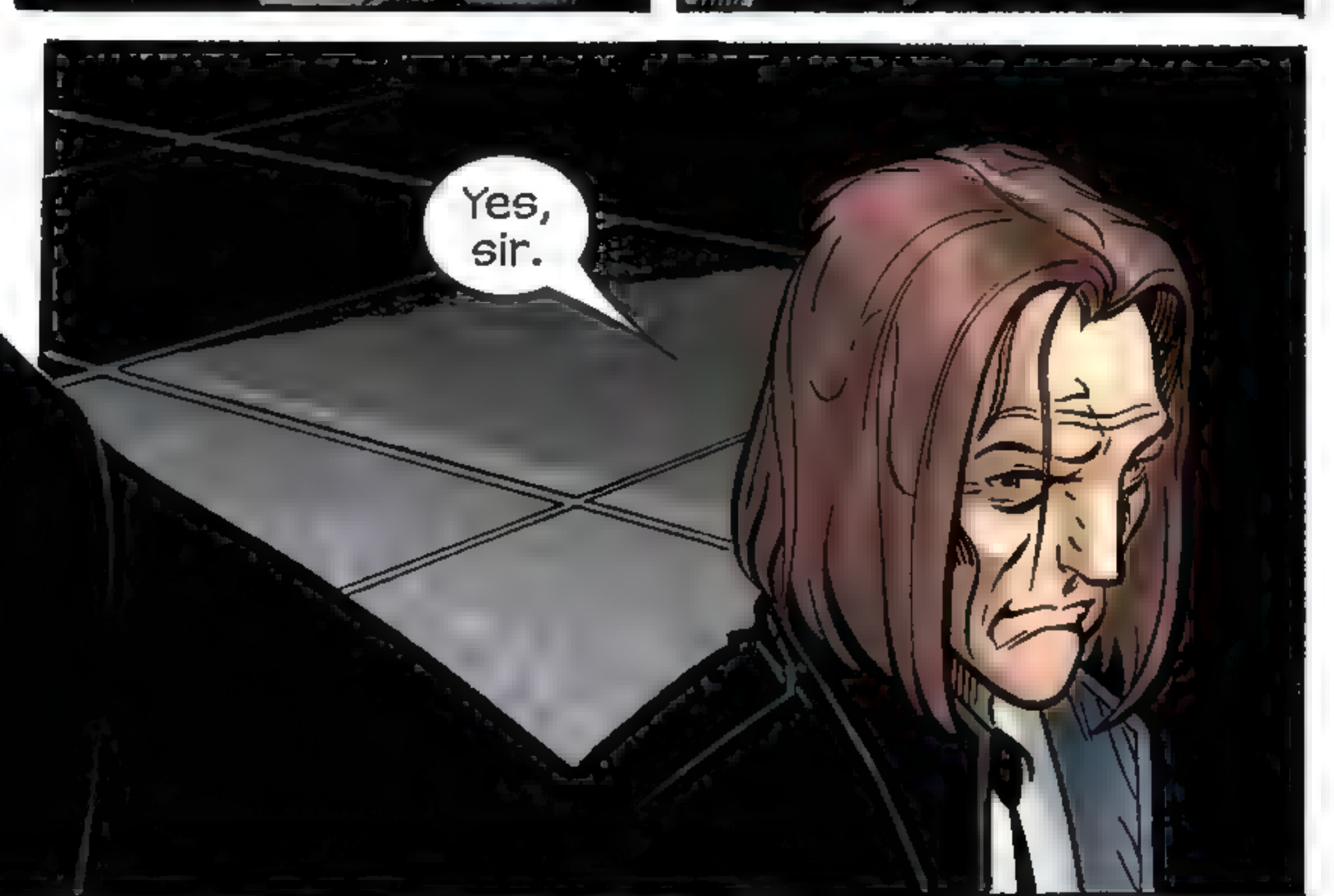
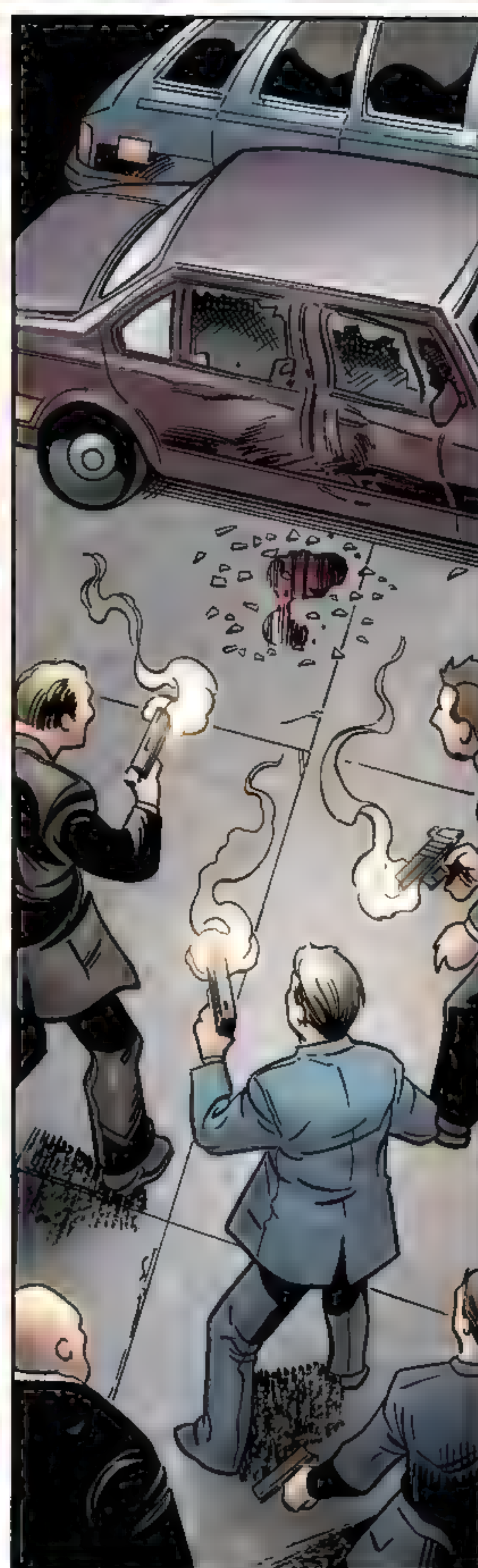




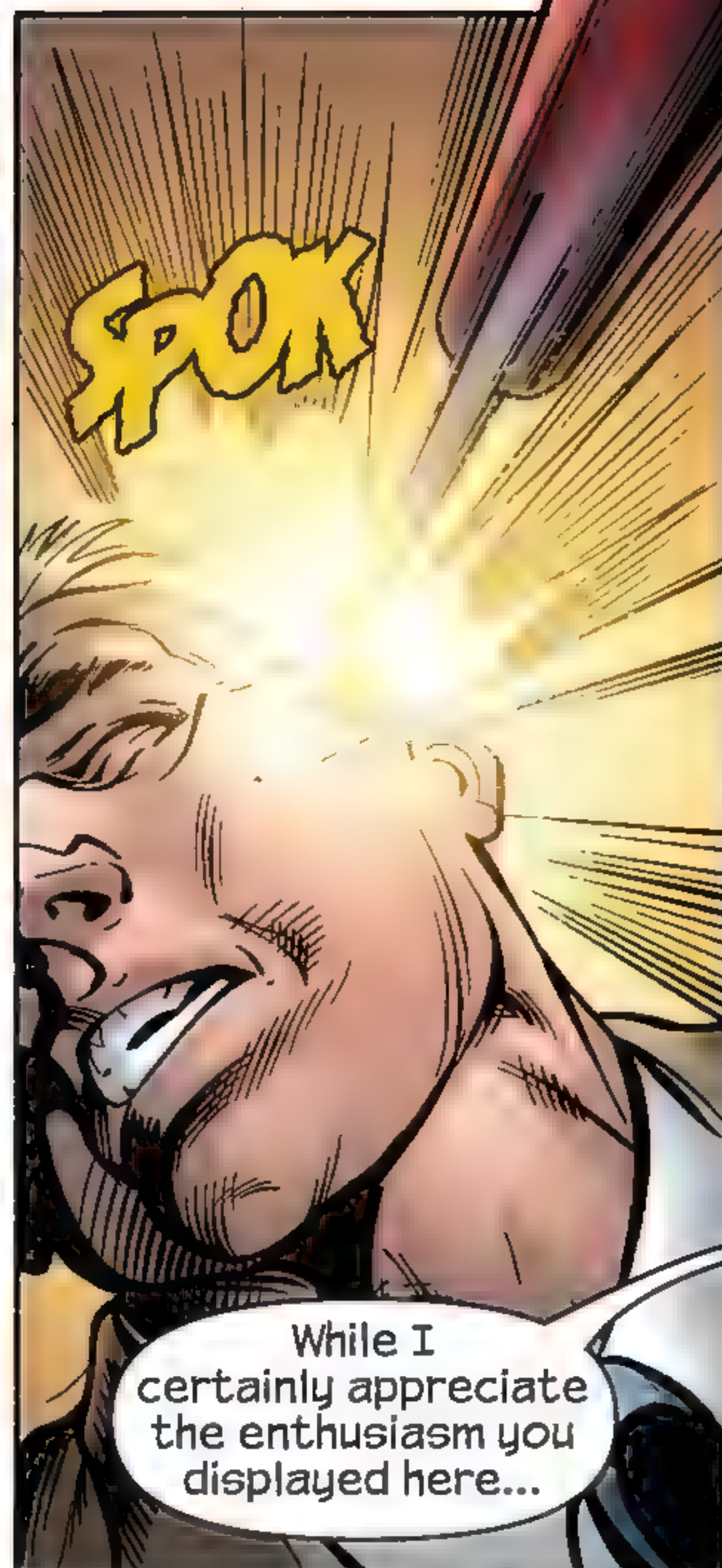
















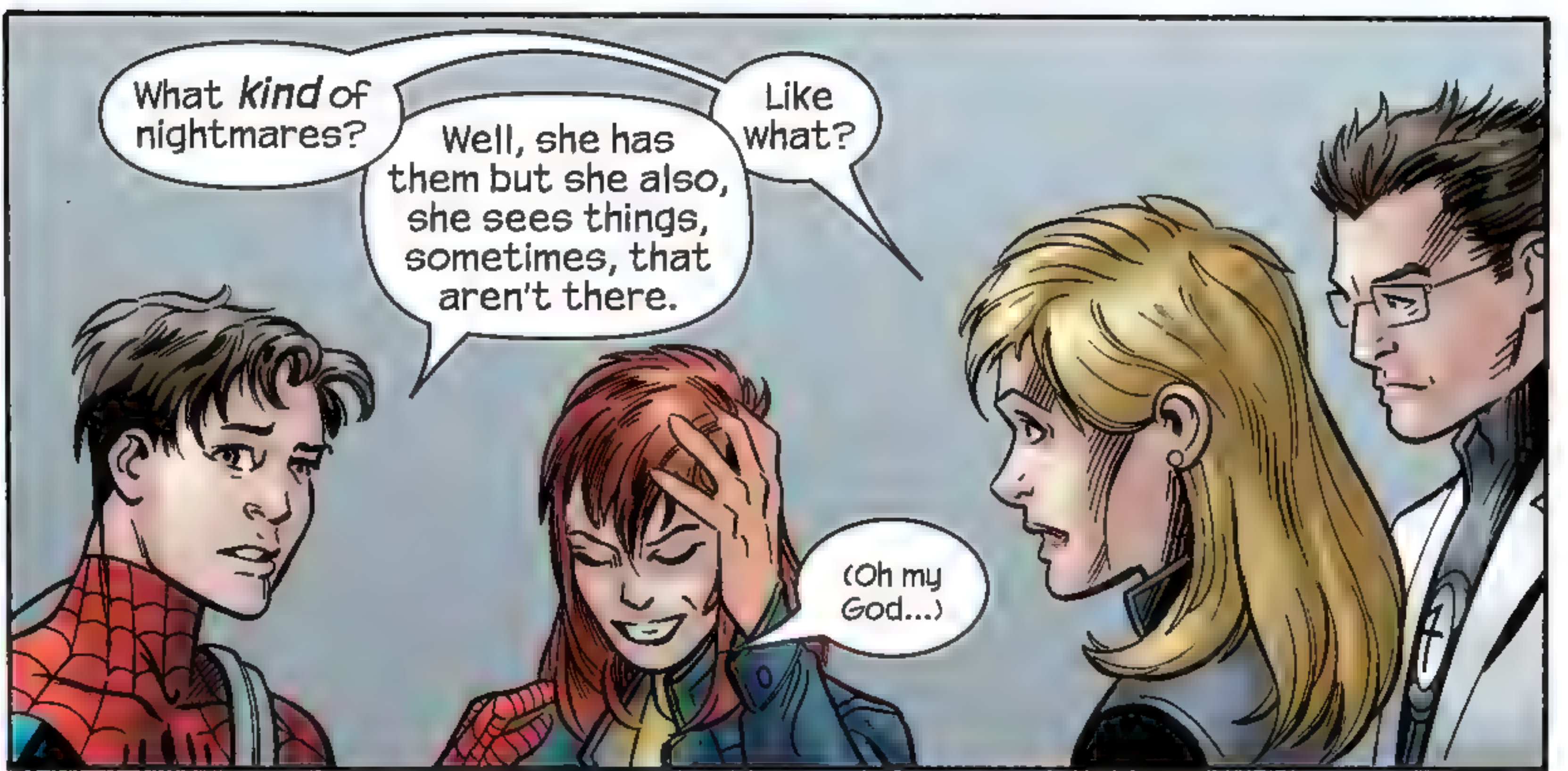
She's okay.

Clean bill of health.

Did you tell them about the nightmares?

Peter!!

It's important.

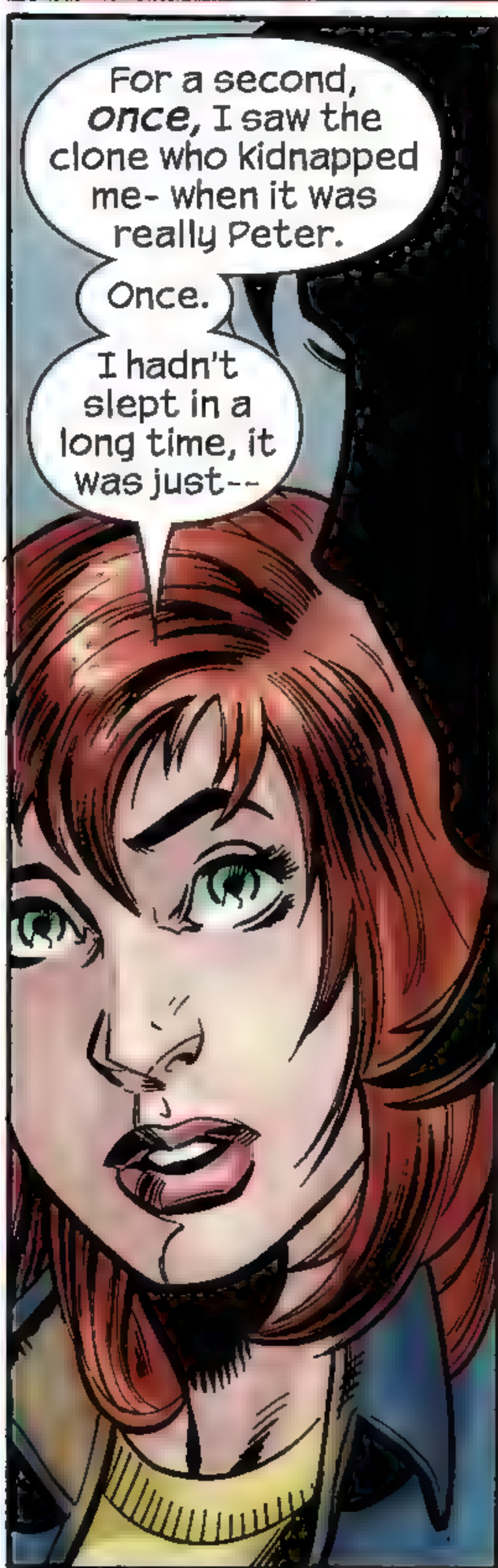


What *kind* of nightmares?

Well, she has them but she also, she sees things, sometimes, that aren't there.

Like what?

(Oh my God...)



For a second, *once*, I saw the clone who kidnapped me- when it was really Peter.

Once.

I hadn't slept in a long time, it was just--



Post-traumatic stress.

Exactly.



Which means?

It was a traumatic event, you were victimized, verbally and physically.

Has it happened to *you*?

No, but--

It's happened to *me*.



Really, Ben?

Yeah, last month I thought I saw *Mole Men* in our kitchen... but they weren't there. It was just a second.

Really!?

It's just...your brain working it out.

That's what I thought. It's some crazy stuff we've seen. I mean, *look* at me.



So it's... normal?

It's not *not* normal. But you want to keep an eye on it.

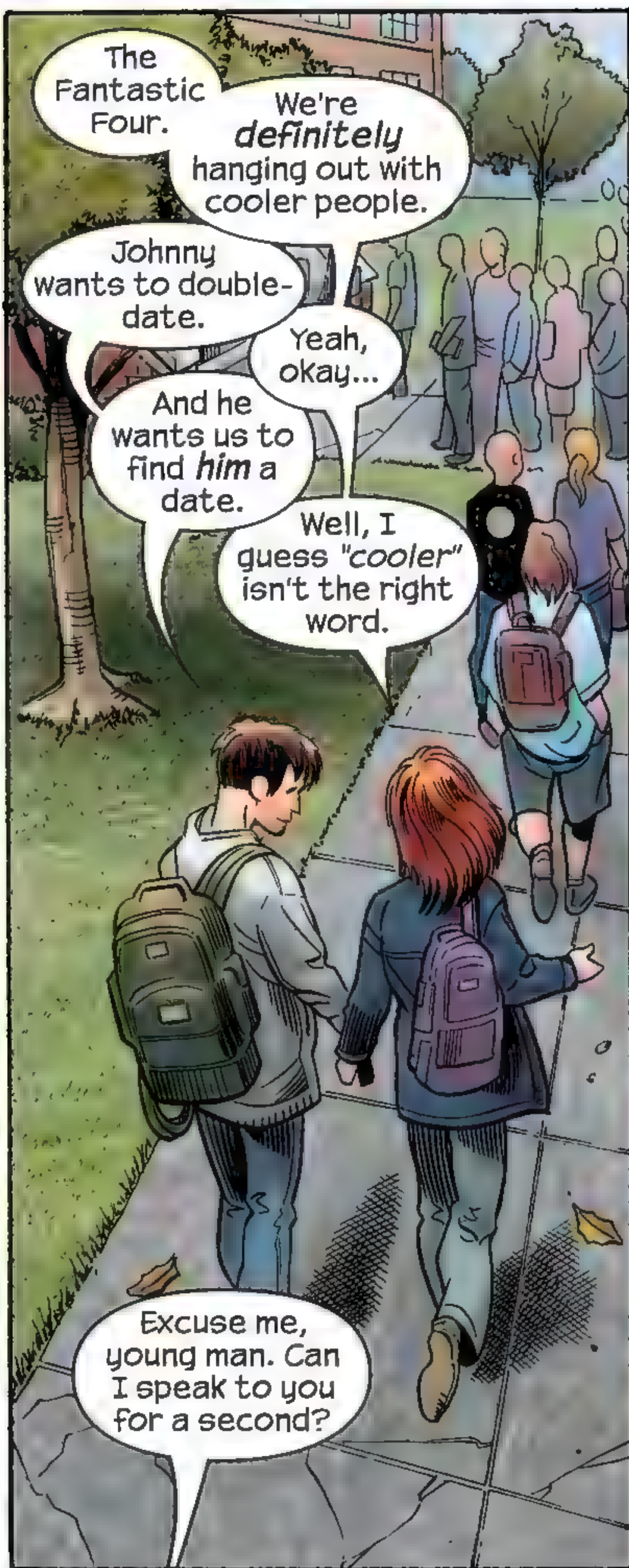
You want it to peter out, not take over your life.

A therapist wouldn't be a bad idea.



Except that it would.





The Fantastic Four.

We're **definitely** hanging out with cooler people.

Johnny wants to double-date.

Yeah, okay...

And he wants us to find **him** a date.

Well, I guess "cooler" isn't the right word.

Excuse me, young man. Can I speak to you for a second?



Who are you?

Matthew Murdock, attorney-at-law. May I speak with you?



Go inside.

What is this?

Go, I'll meet you in there.



Who are you?

I told you. Do you recognize my voice?

Kind of.

Calm down. We're friends.

I **am** calm.



You're not. I can **hear** your heart, I can **smell** your perspiration.



I **do** know your voice.



What if...

I called you a "baby who has no excuse for being in a costume and you should get your immature butt home before you get yourself, or more importantly me, killed?"

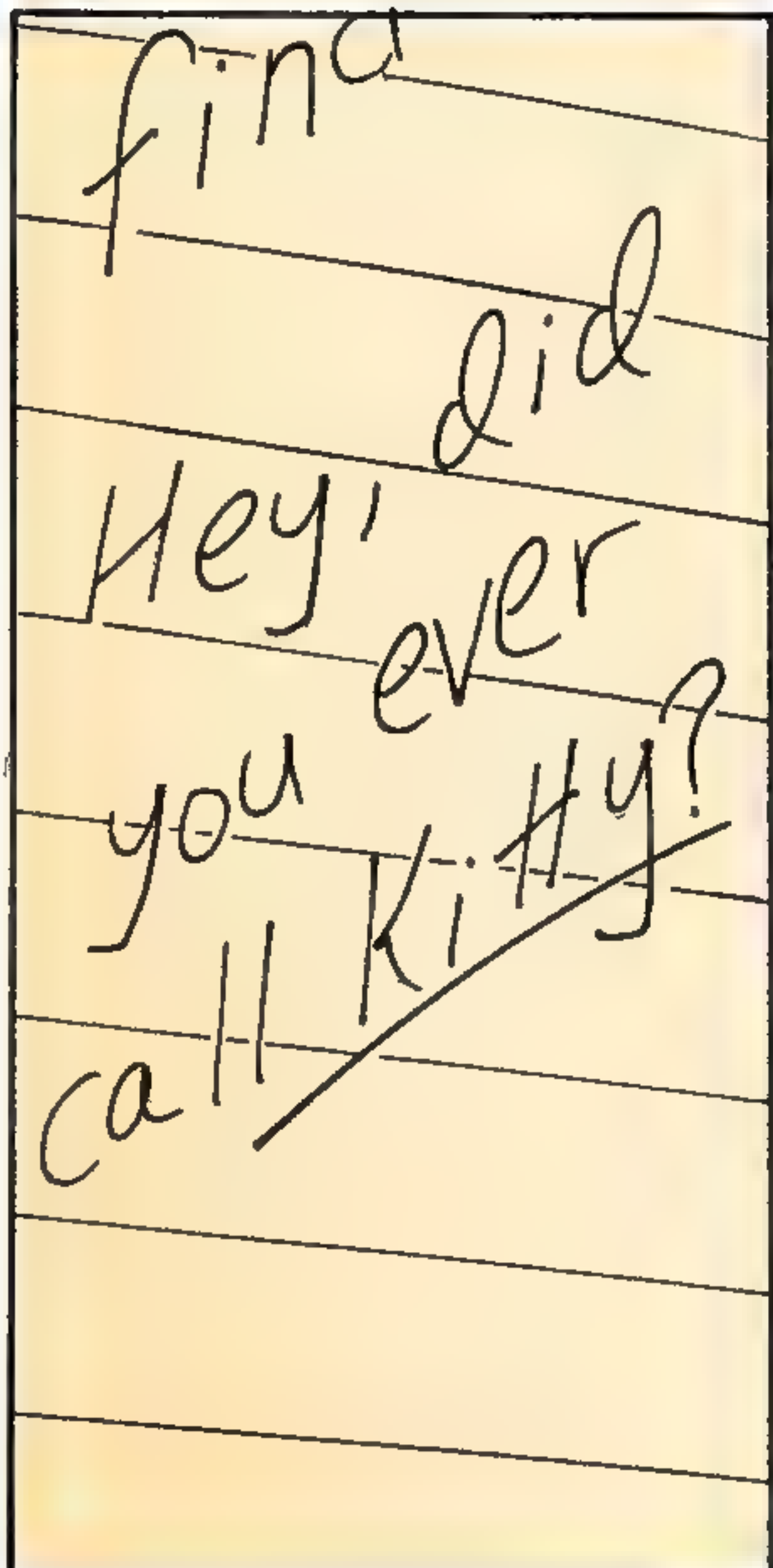
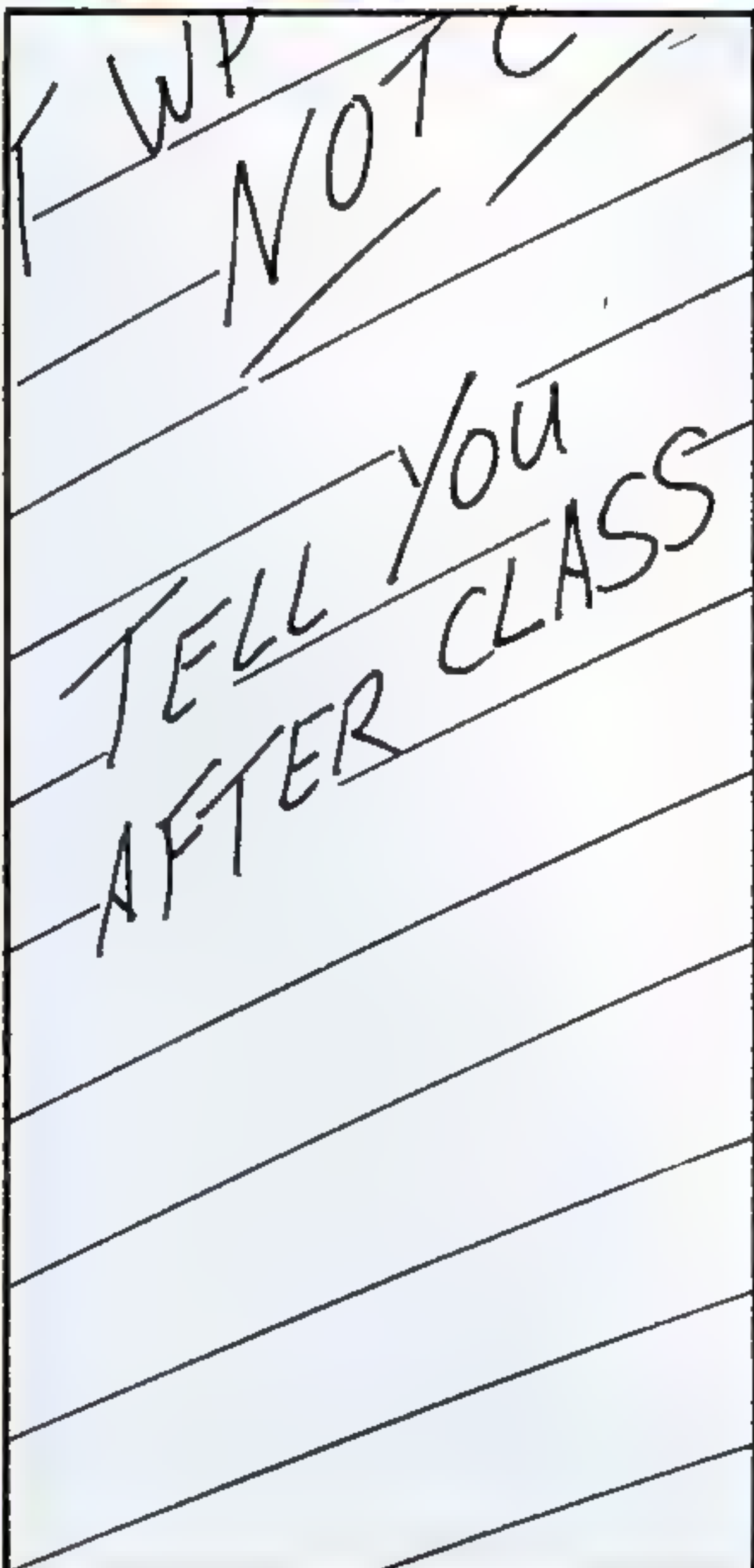
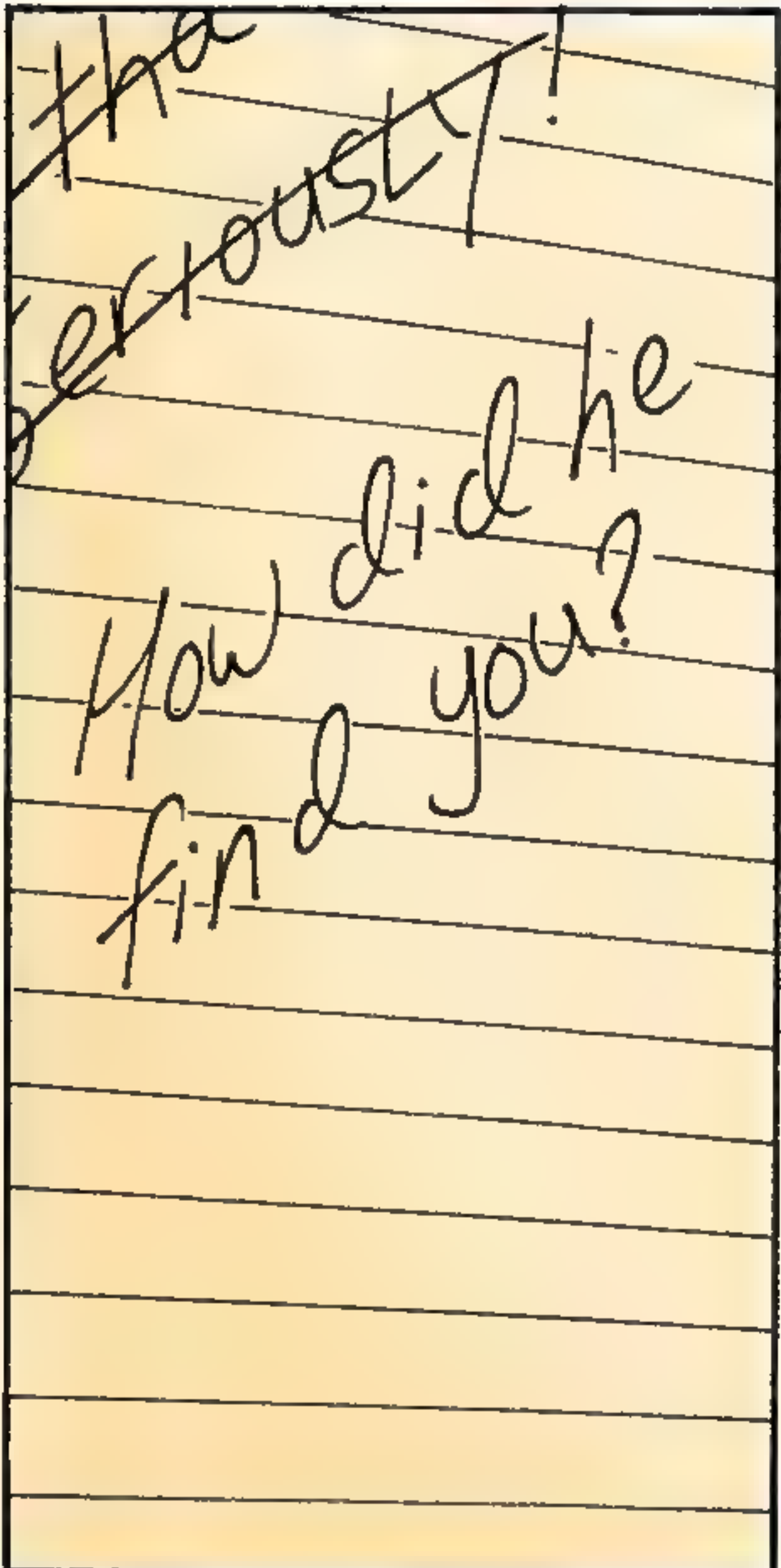
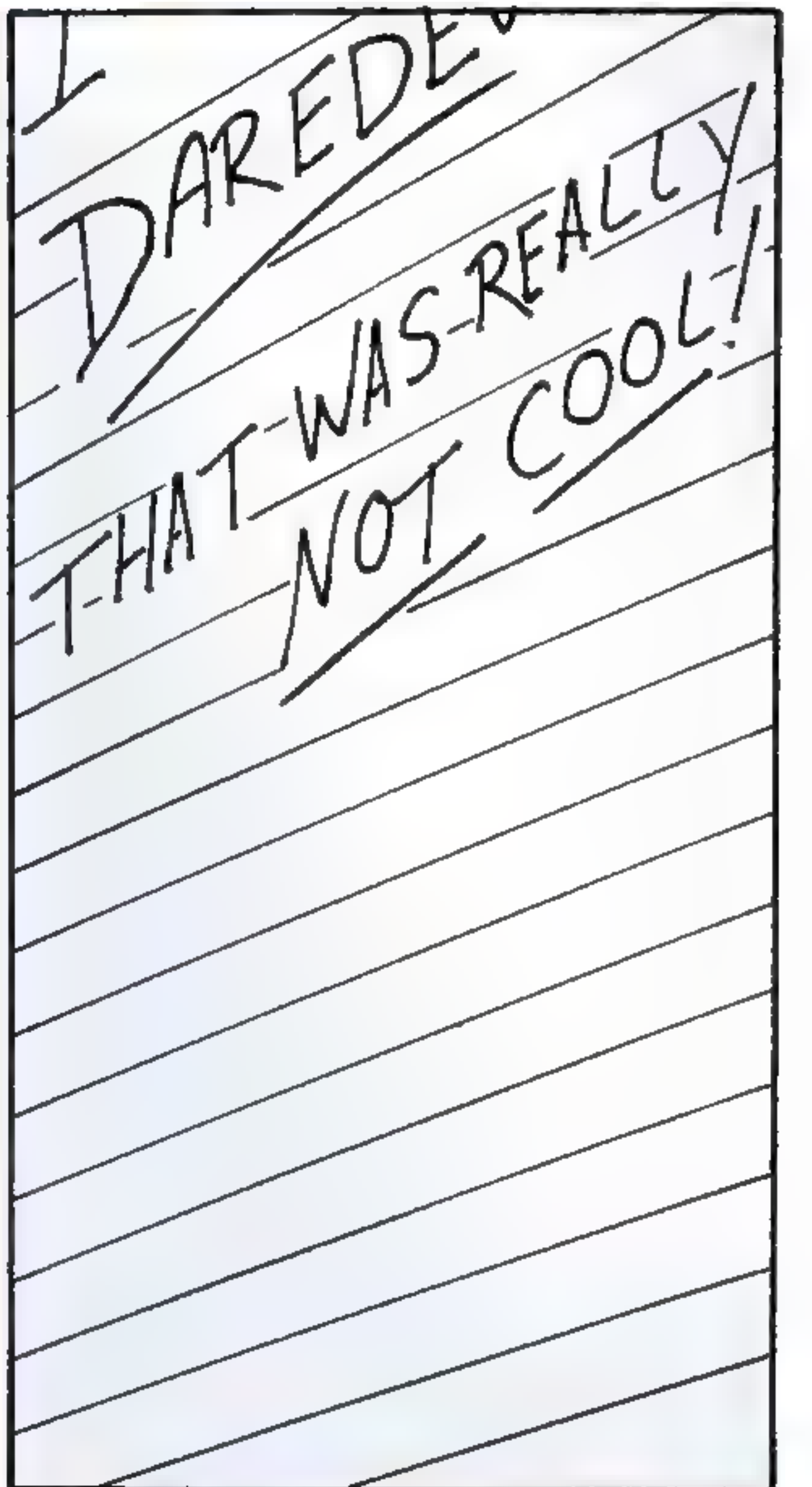
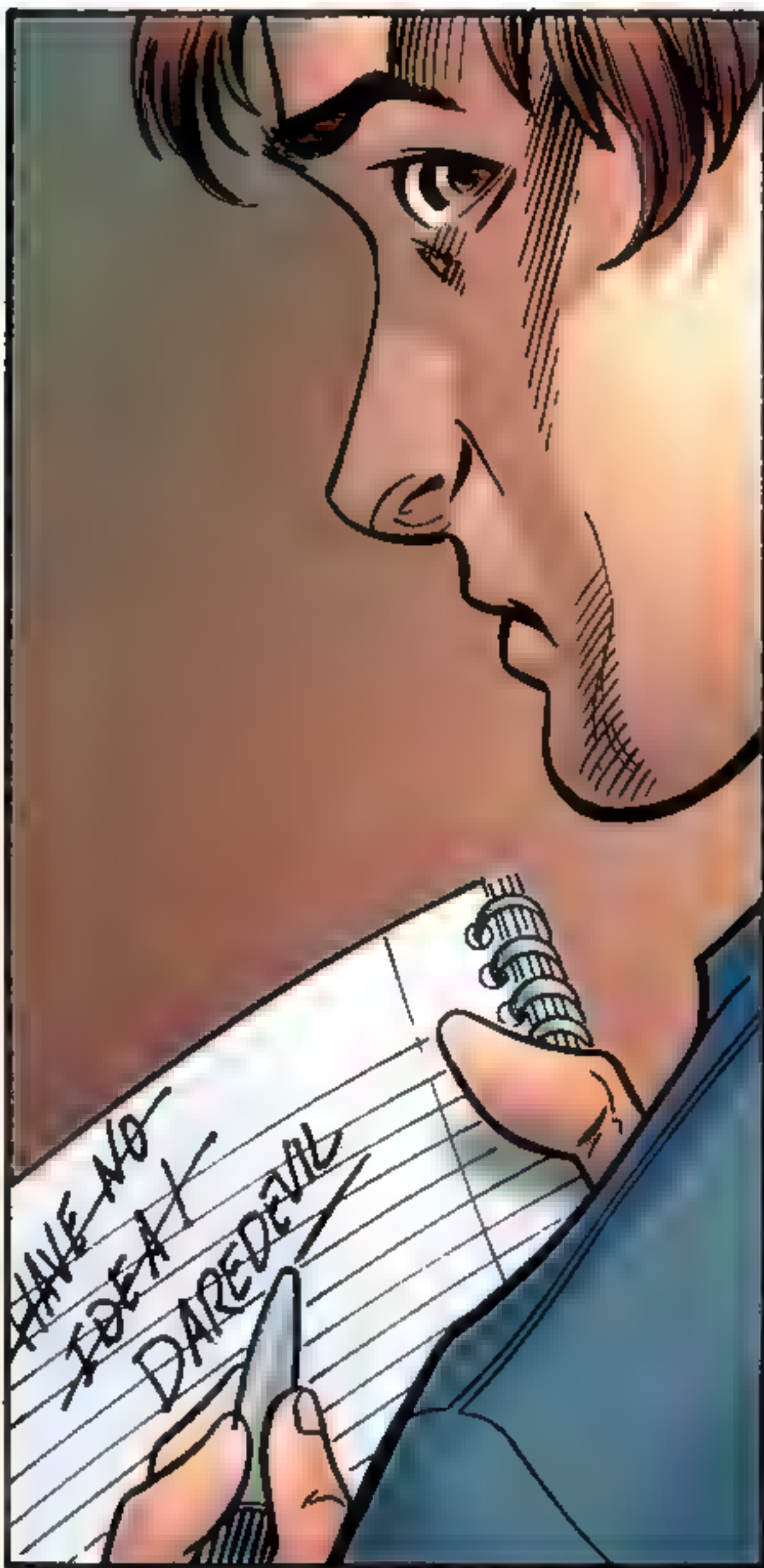


Daredevil.

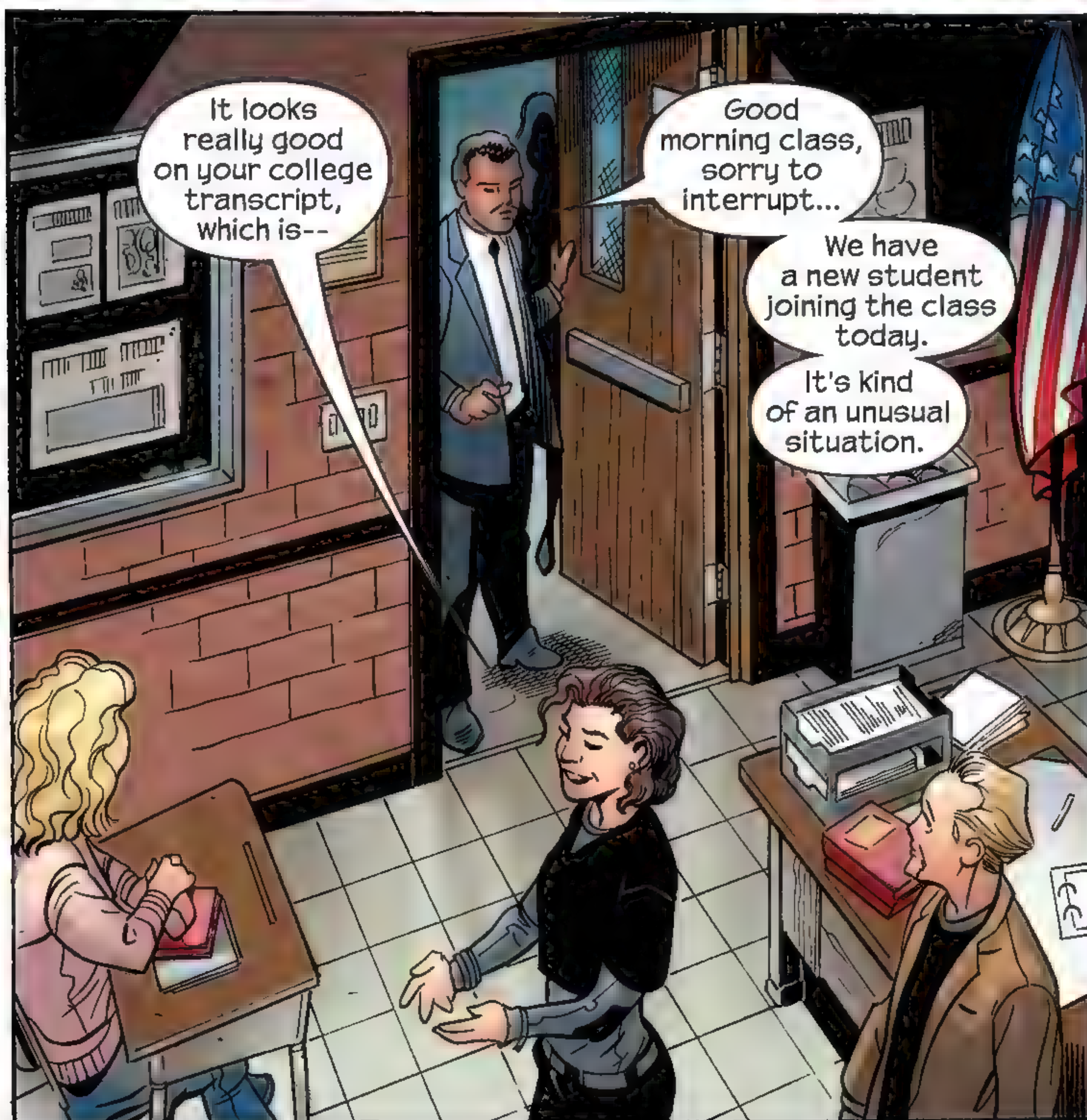
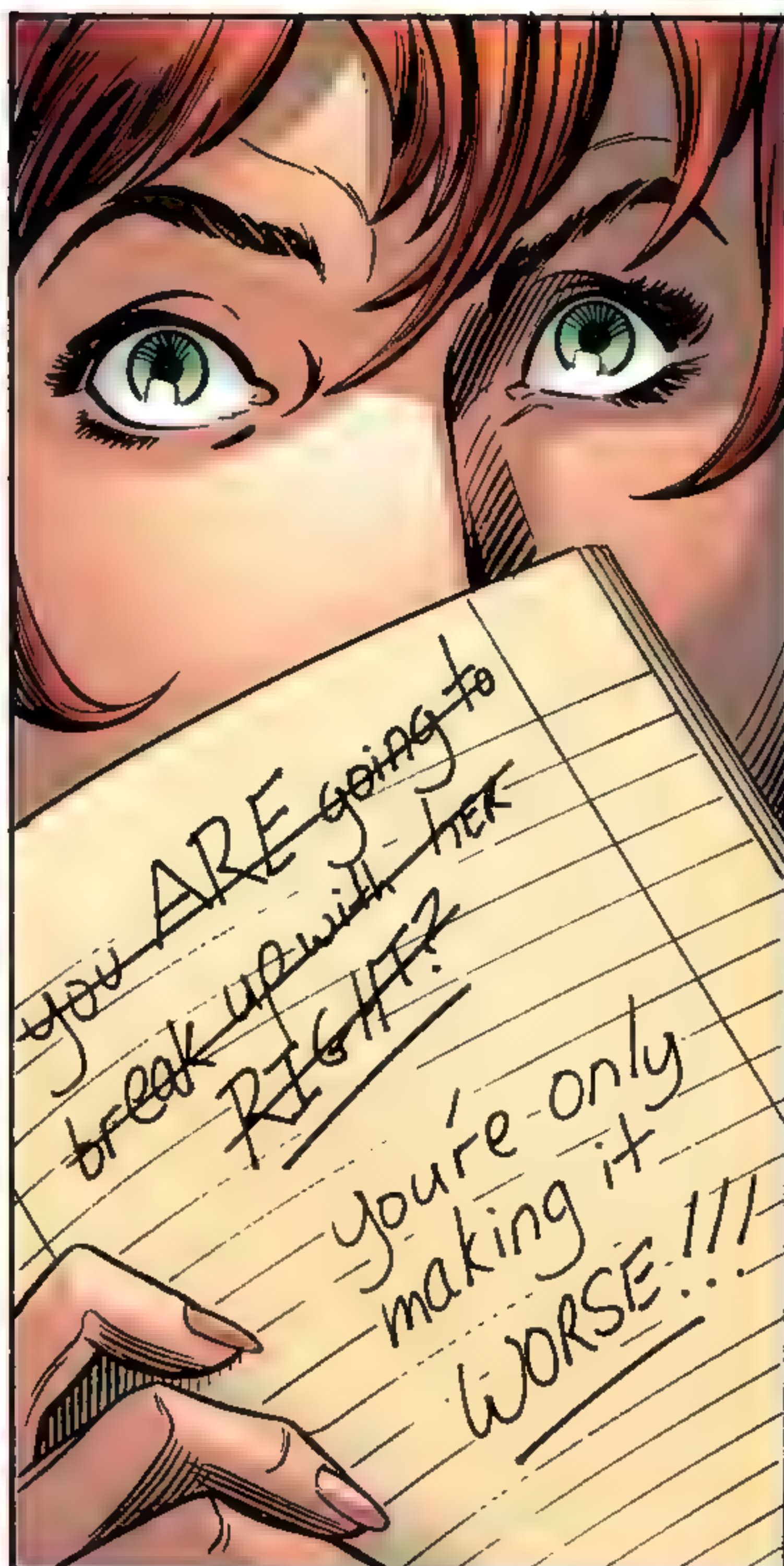










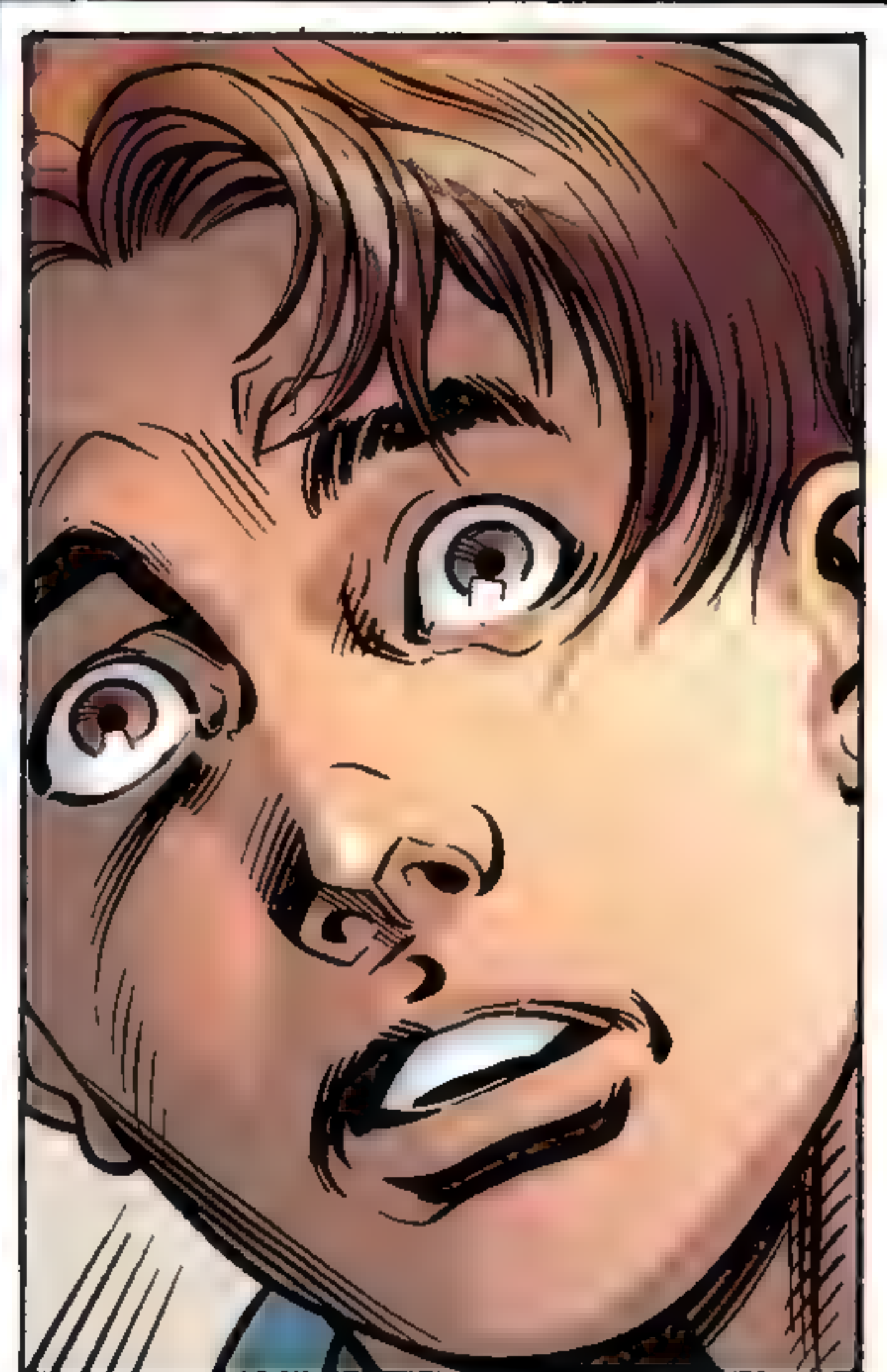






Class...  
Welcome  
Kitty Pryde to  
Midtown High  
School.

I think  
this'll be very  
good for  
everyone.



To be continued...



# ULTIMATE SPIDER-MAN®

ISSUE

107

PART 2

ULTIMATE KNIGHTS



**MARVEL**

**BENDIS  
BAGLEY  
HENNESSY  
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# PREVIOUSLY IN ULTIMATE SPIDER-MAN...

The bite of a genetically-altered spider granted high school student Peter Parker incredible, arachnid-like powers! When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He learned the invaluable lesson that with great power must also come great responsibility...

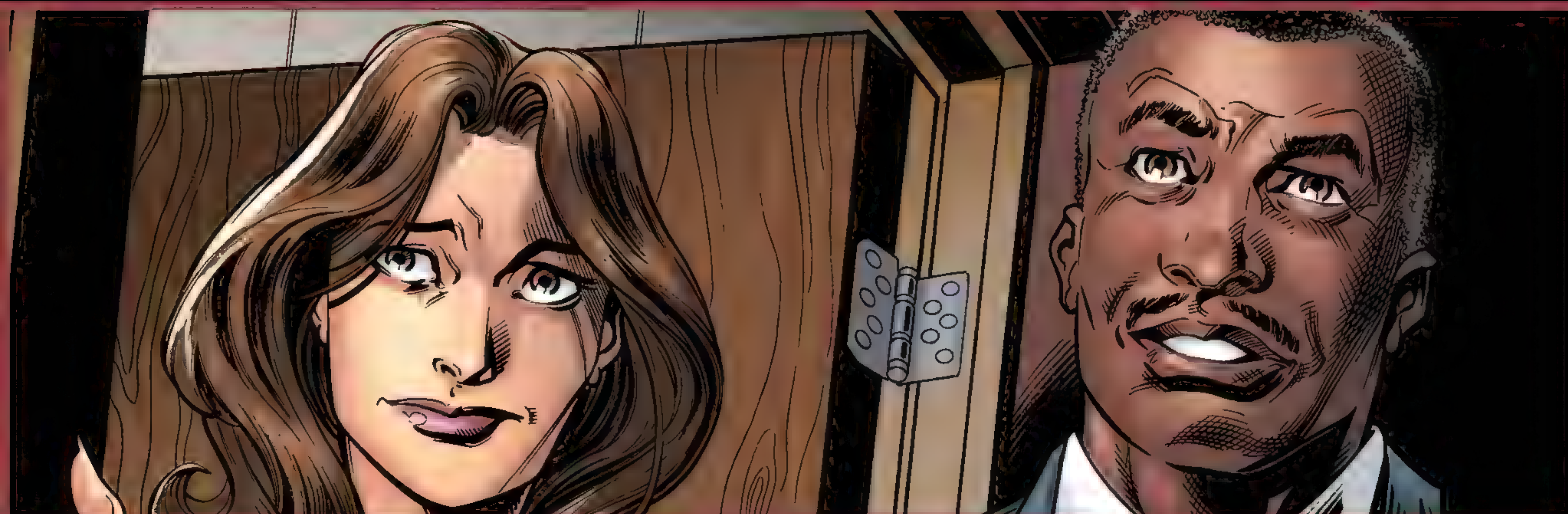
Now the fledgling super hero tries to balance a full high school curriculum, a night job as a web designer for the Daily Bugle tabloid, a friendship with the beautiful Mary Jane Watson, and swing time as the misunderstood, web-slinging Spider-Man.

After a recent showdown with the villainous Doctor Octopus, Peter's Aunt May learned that Peter was Spider-Man—and suffered a near-fatal heart attack. While May recovers, MJ has her own recovery to deal with—she was injected with the Oz formula (the substance that mutated the spider that gave Peter his powers), and while she's seemingly been cured of any mutation, doubts linger...

Meanwhile, the costumed hero called Daredevil shows up at Peter's school—in the guise of Daredevil's alter ego, lawyer Matt Murdock—and offers Peter an opportunity to plan the downfall of Wilson Fisk (a.k.a. the Kingpin of Crime)! Since gaining his powers, Spider-Man has had several confrontations with the red-clad DD...and they are not friends.

But despite these ominous tidings, Peter and MJ's romantic relationship is back in bloom, now that he has left his troubled relationship with Kitty Pryde (of the world-famous mutant super-team, the X-Men).

That is, until the principal introduces Midtown High's newest student: Kitty Pryde.



## ULTIMATE KNIGHTS

PART 2

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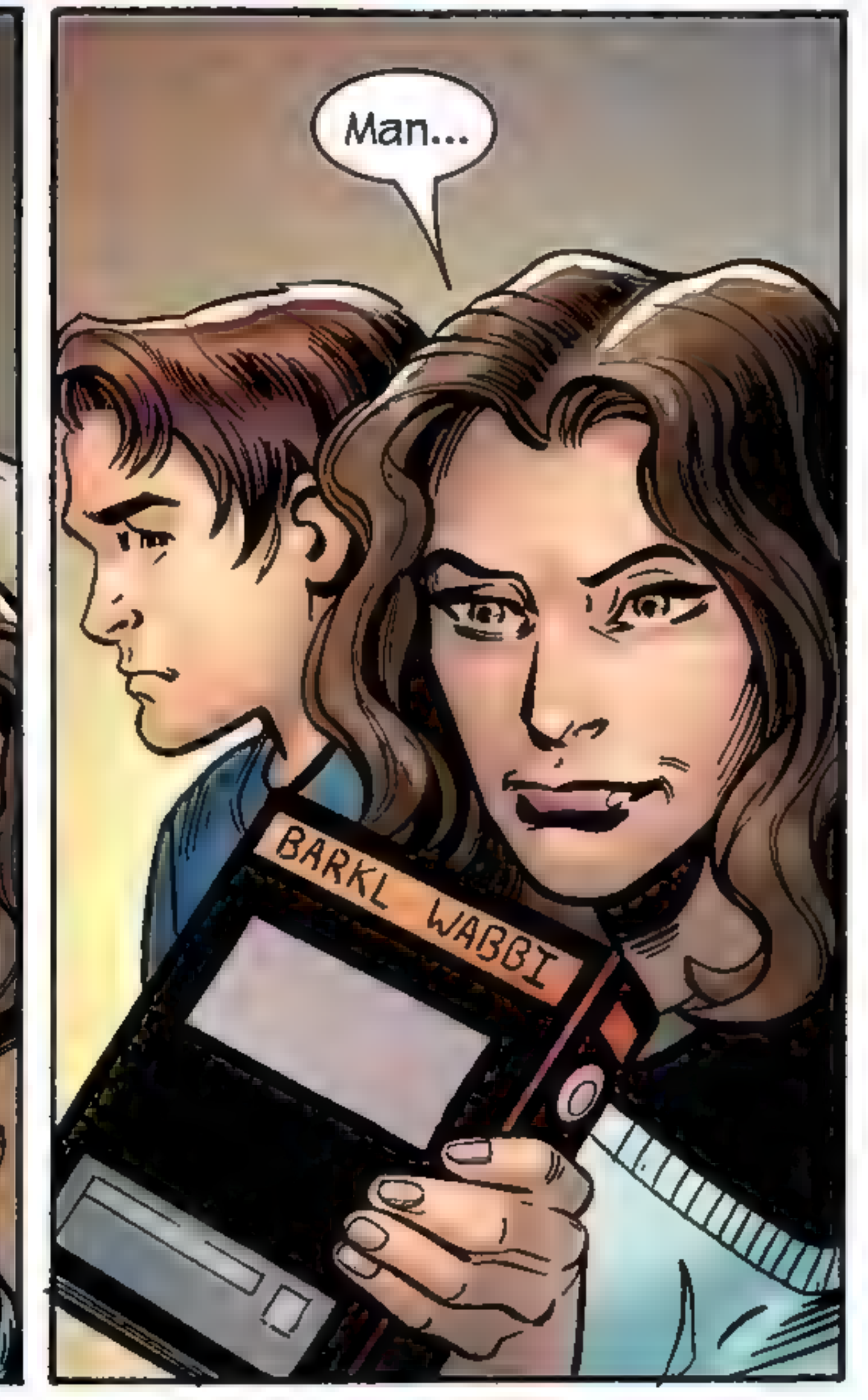
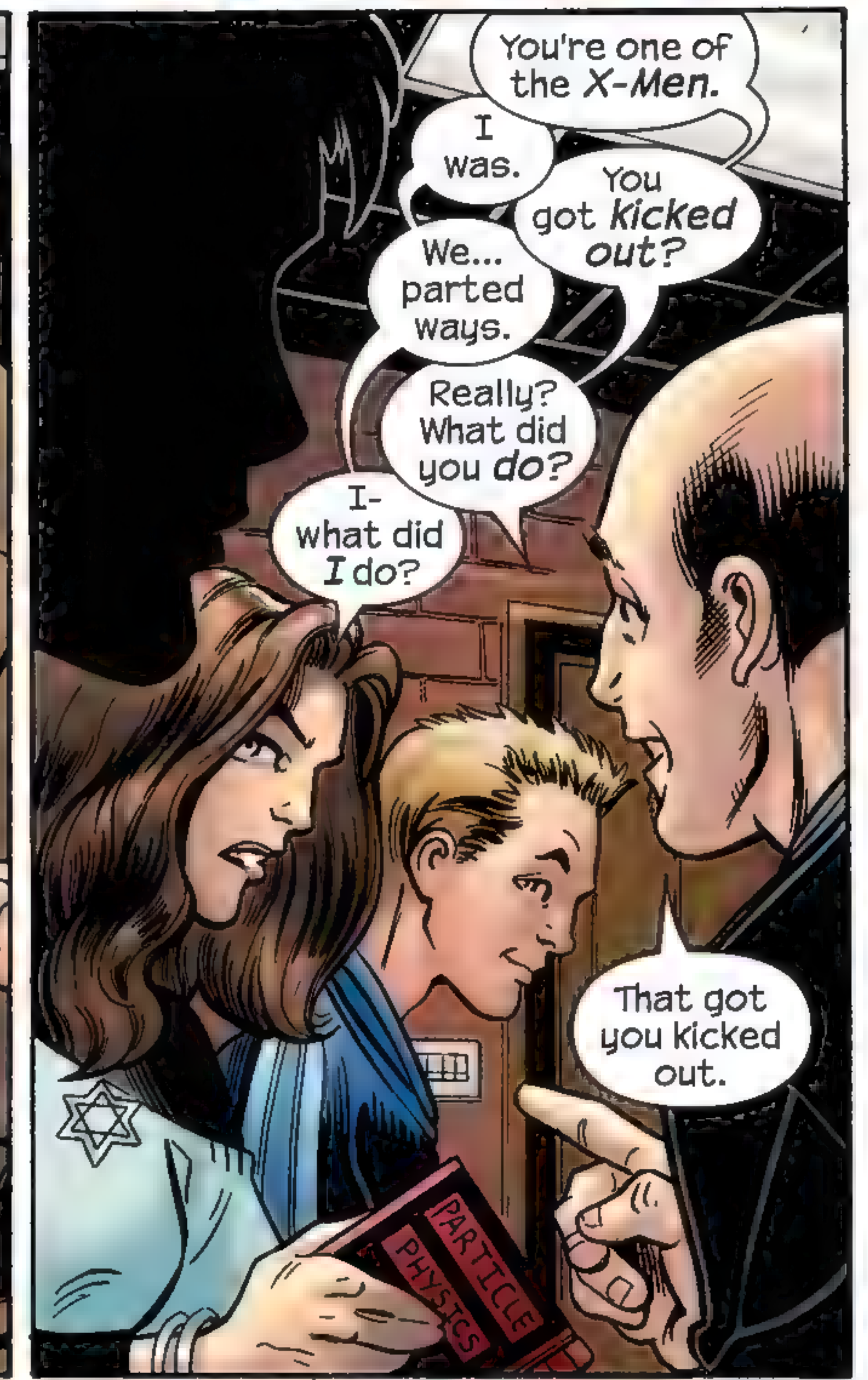
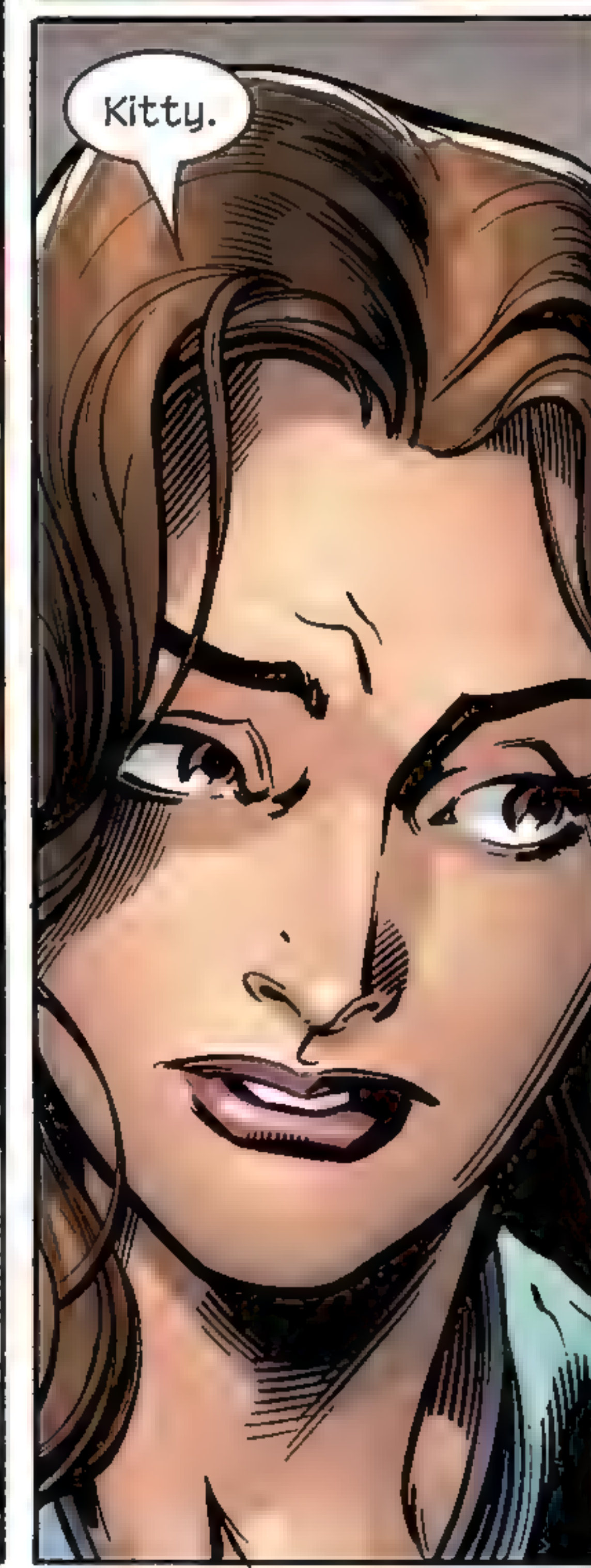
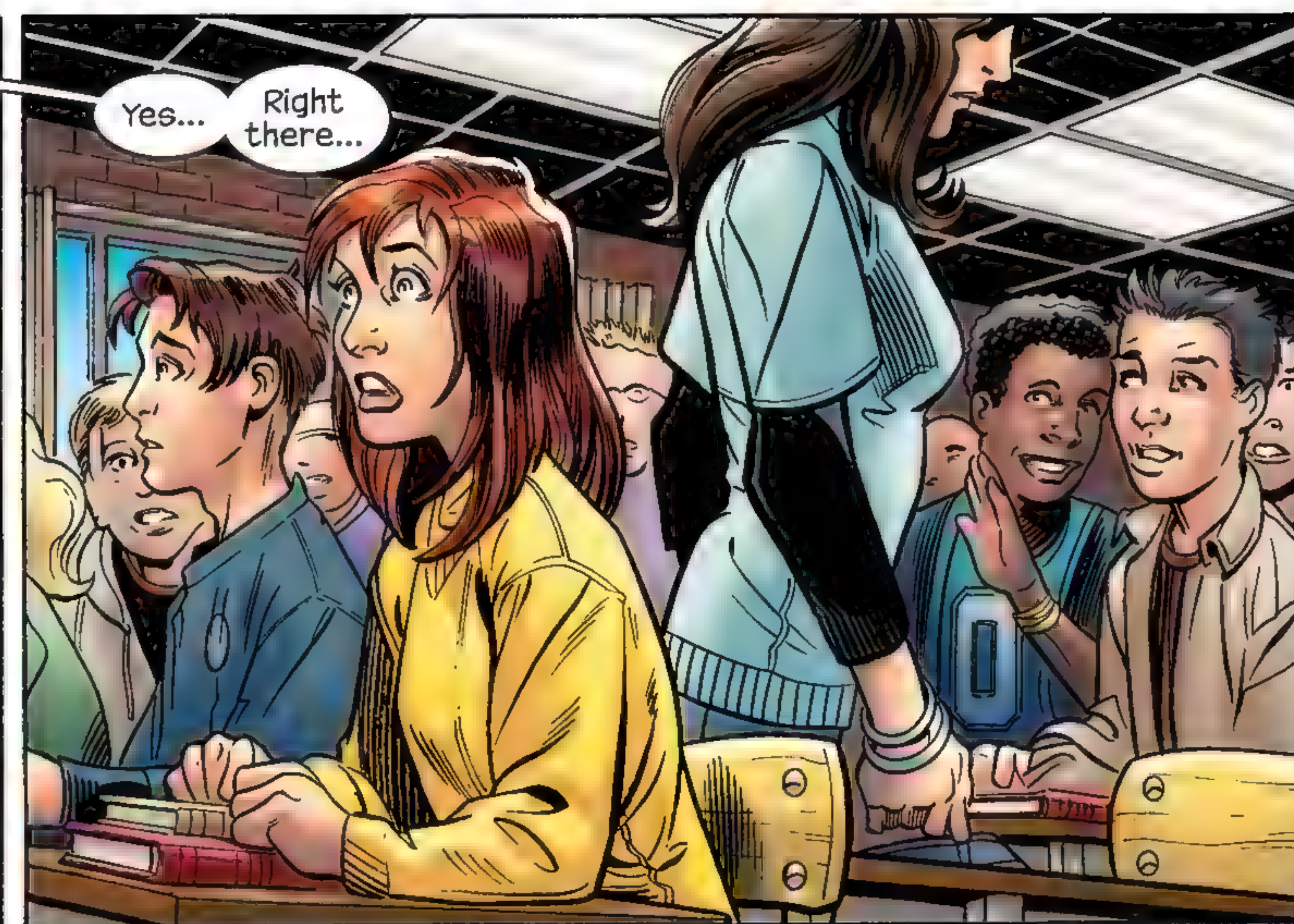
**Ralph  
Macchio**  
EDITOR

**Joe  
Quesada**  
EDITOR IN CHIEF

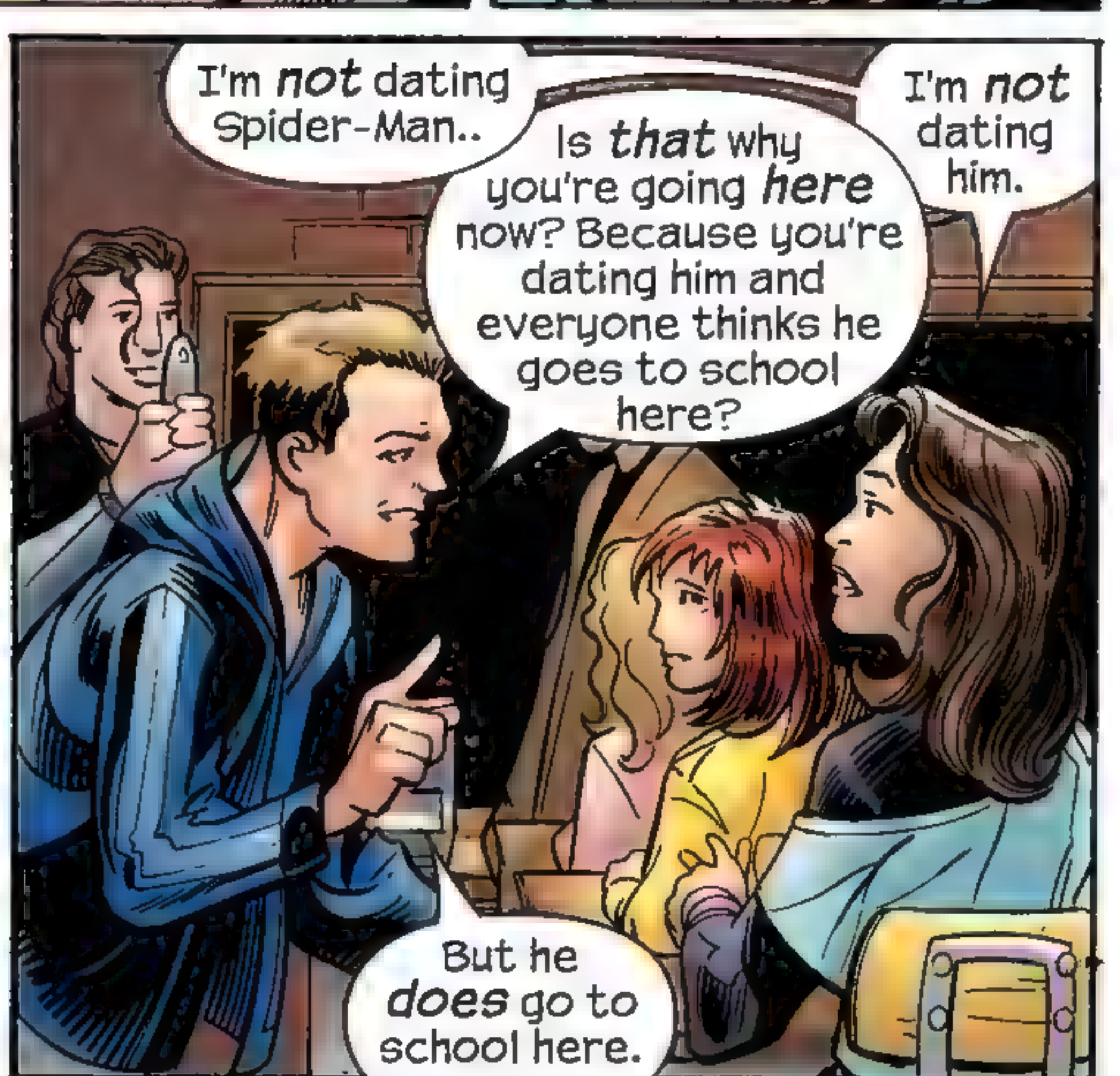
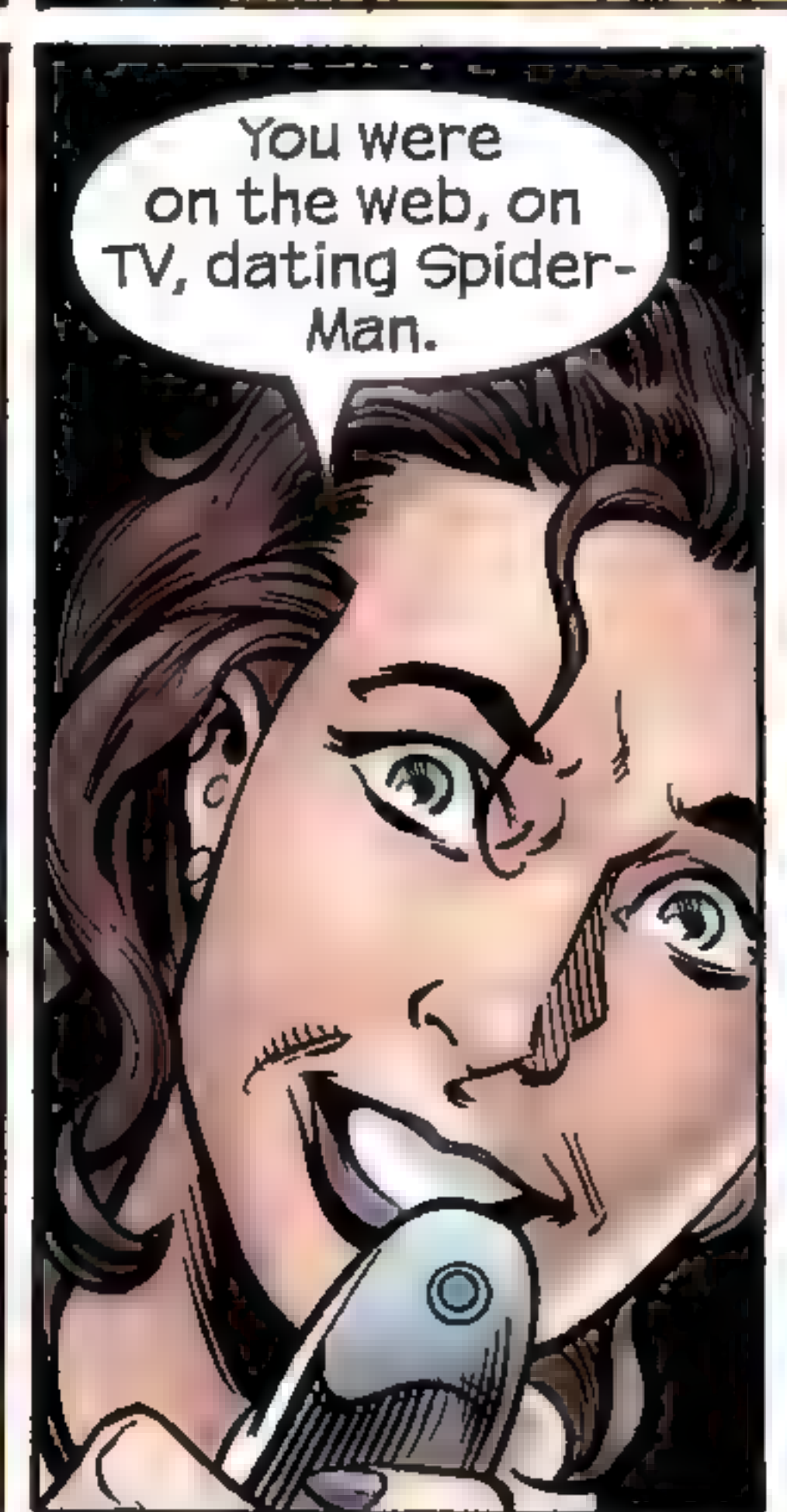
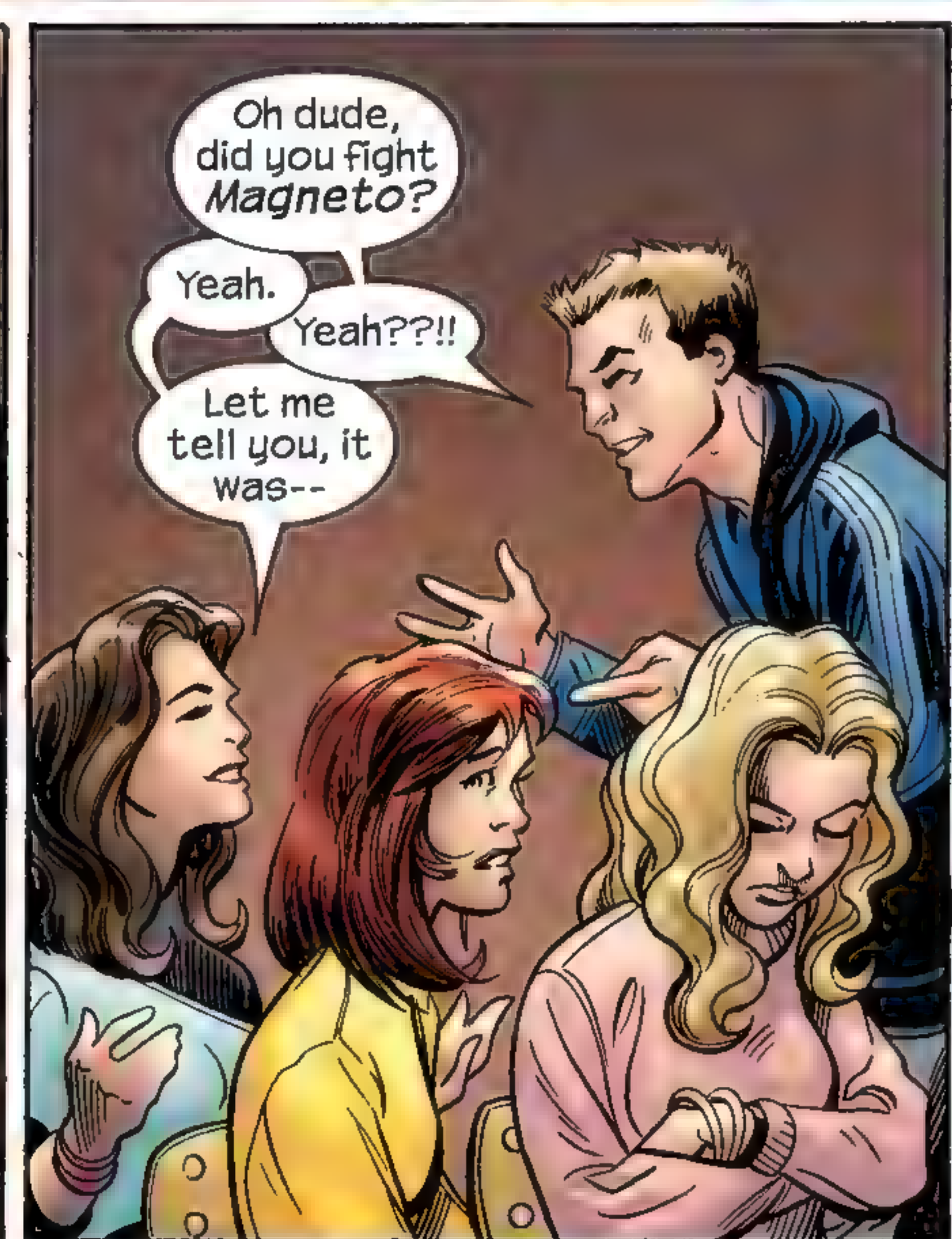
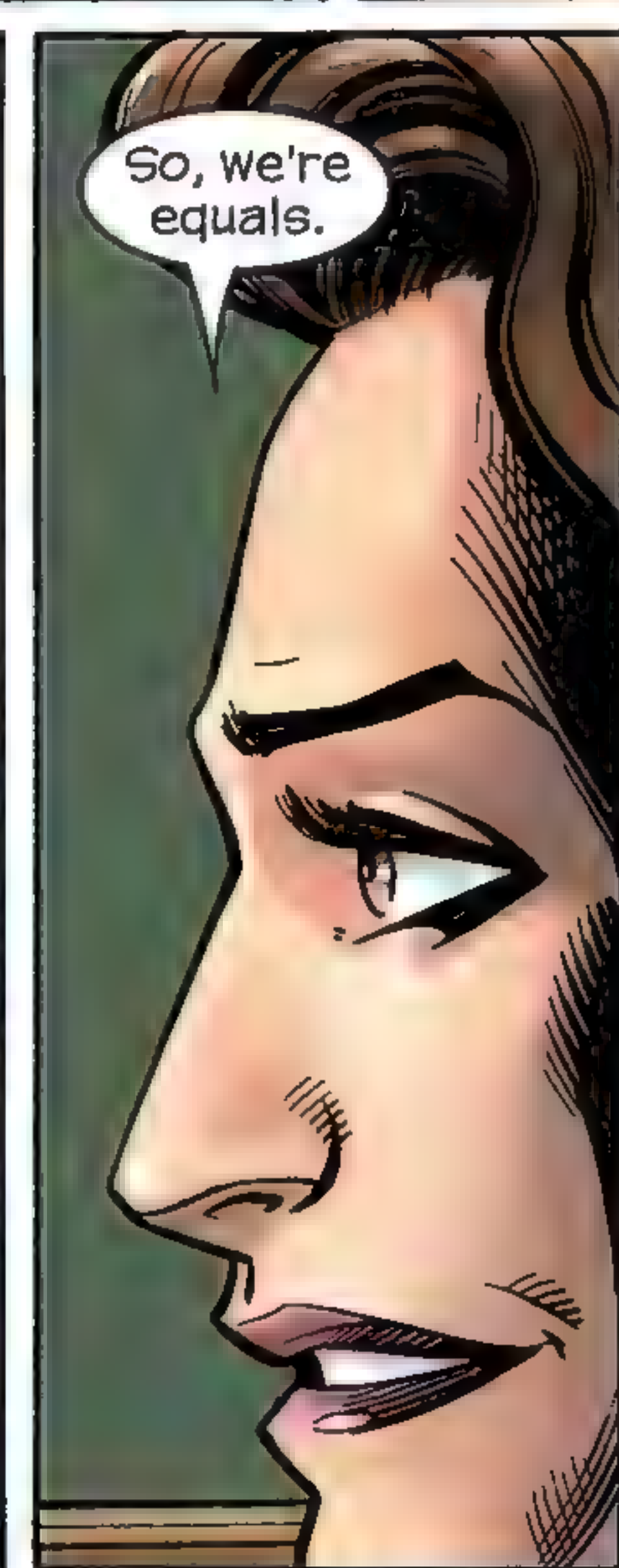
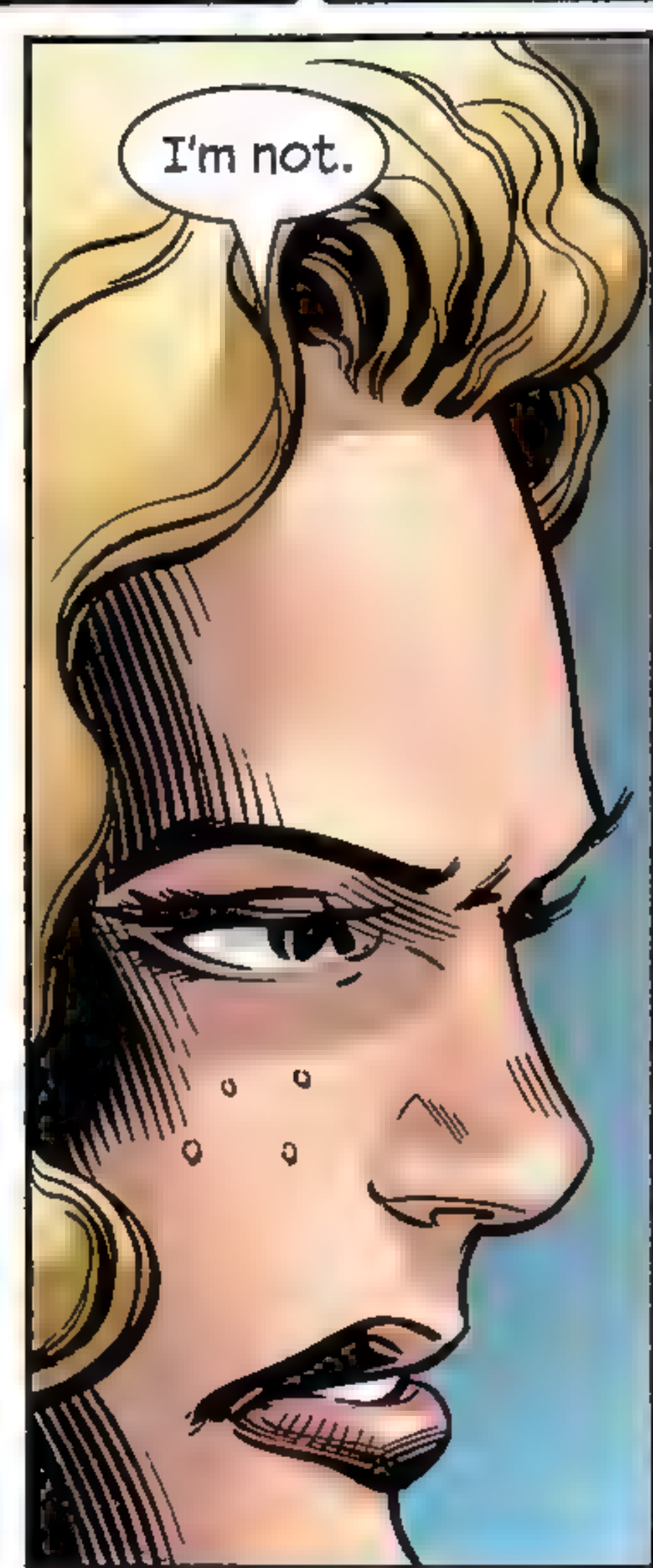
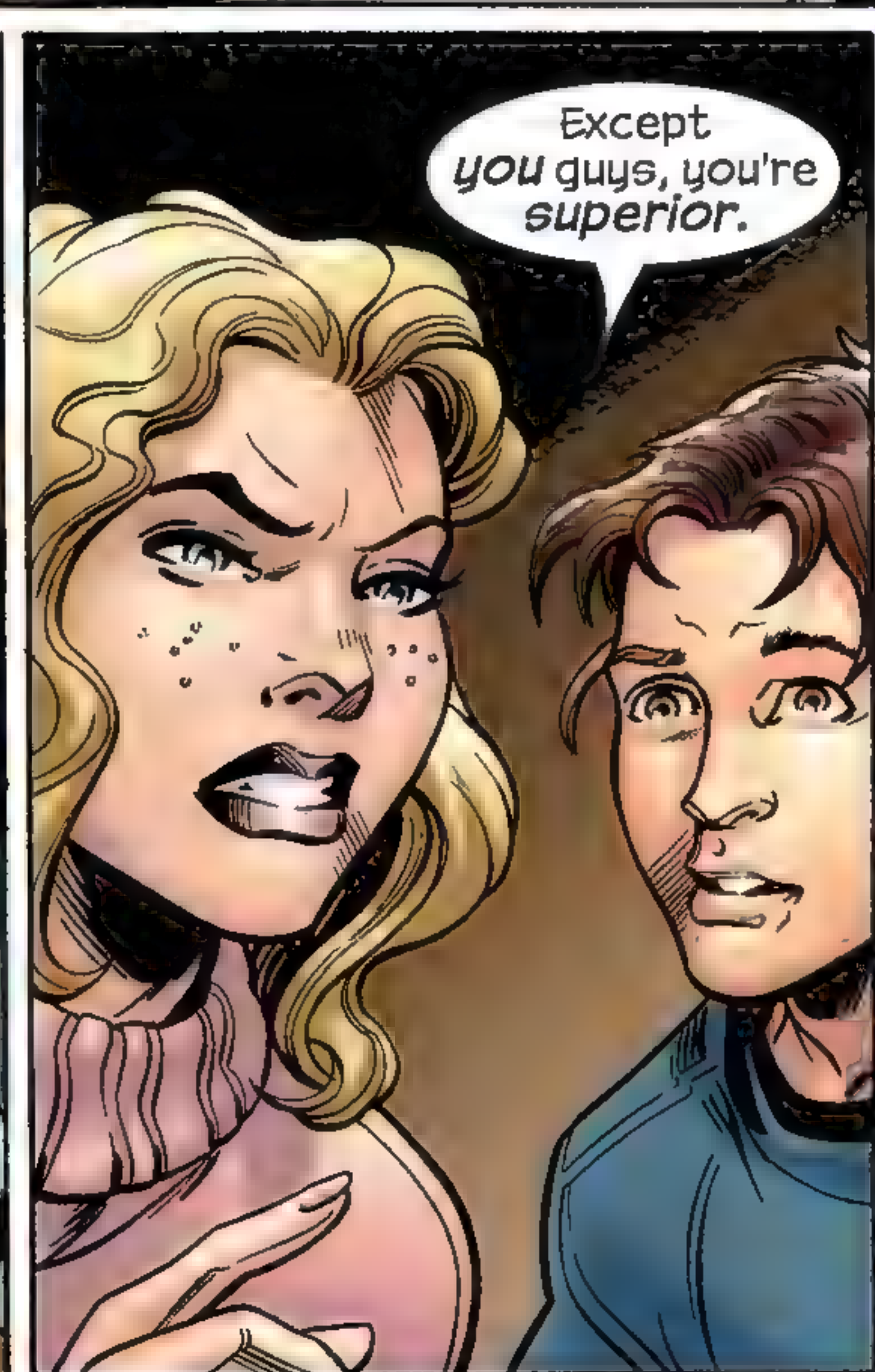
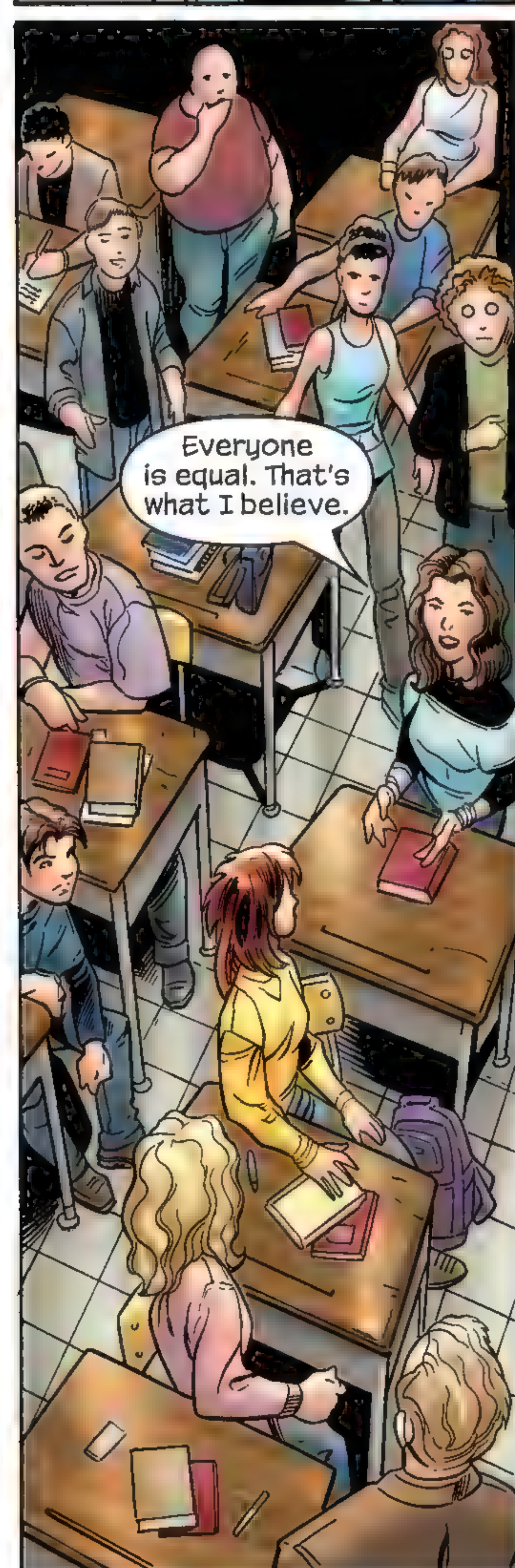
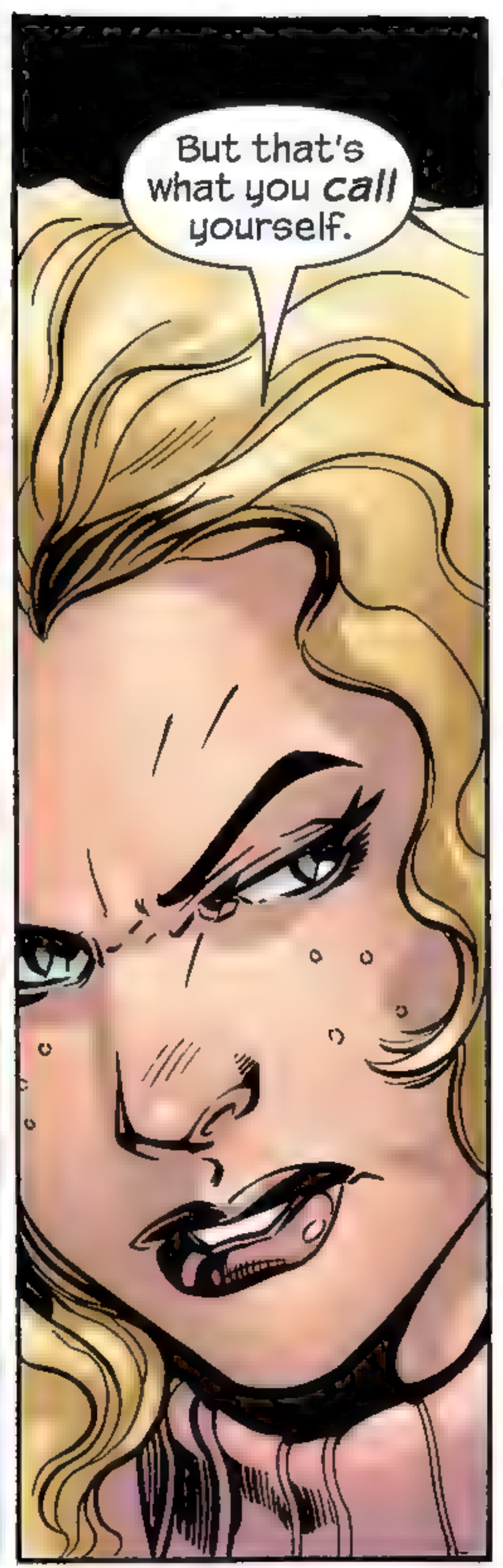
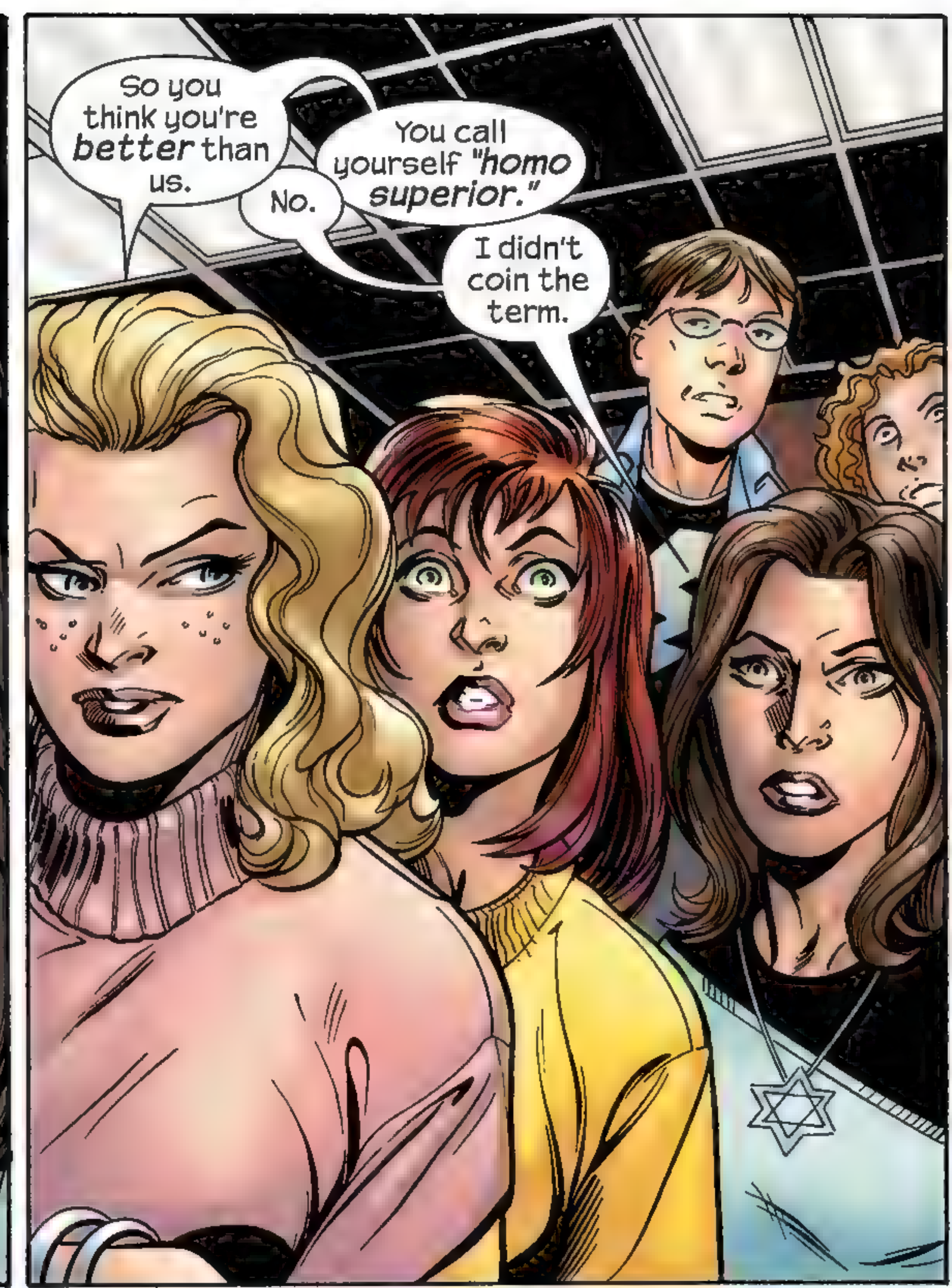
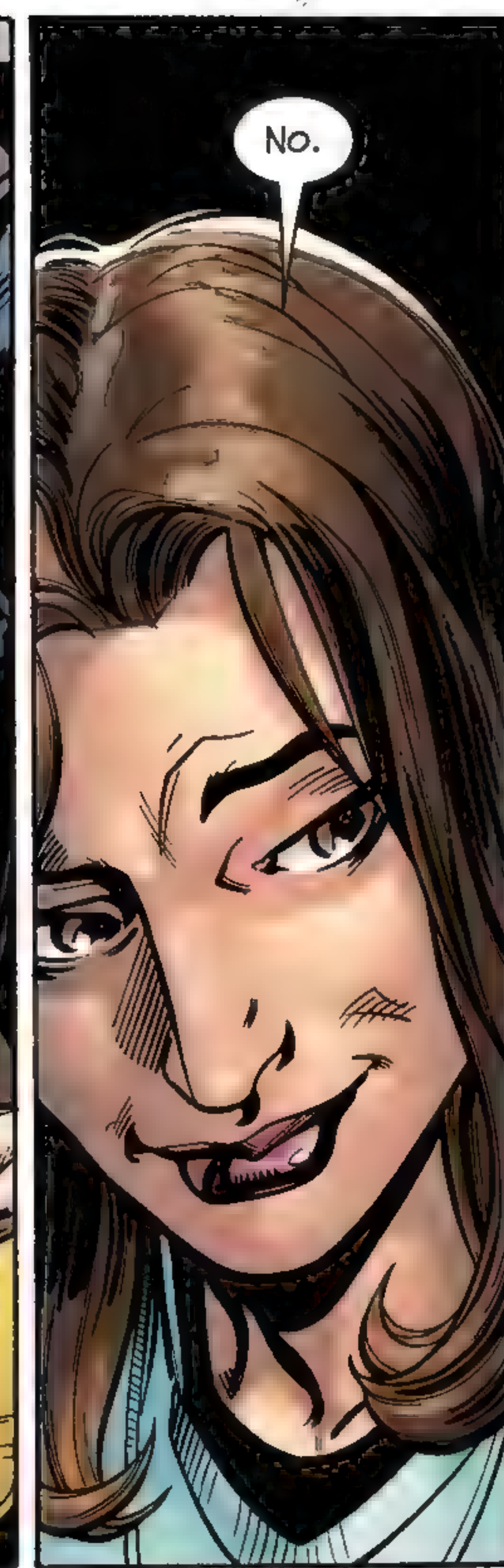
**Dan  
Buckley**  
PUBLISHER

Cover: Mark Bagley & Richard Isanove

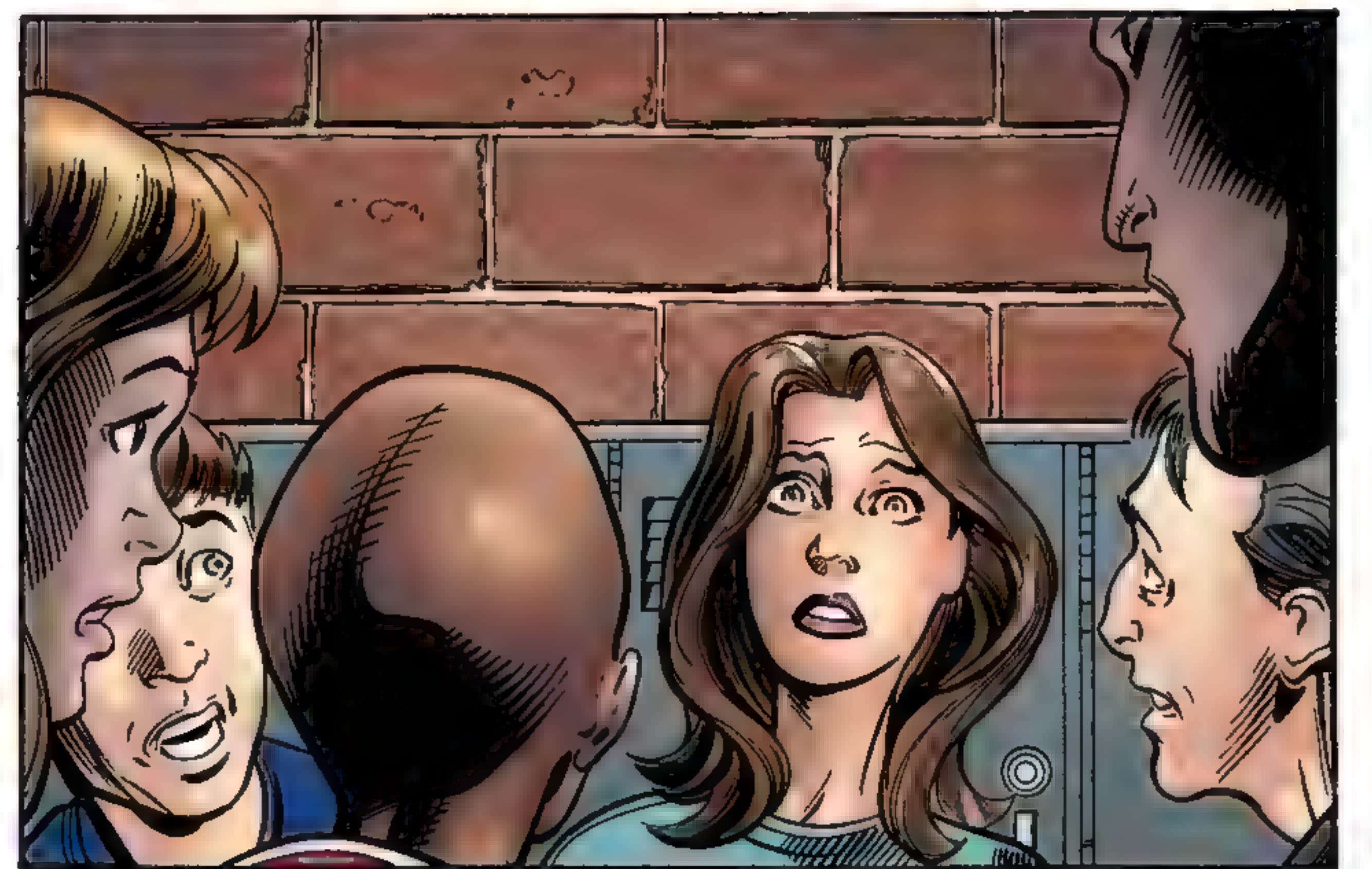
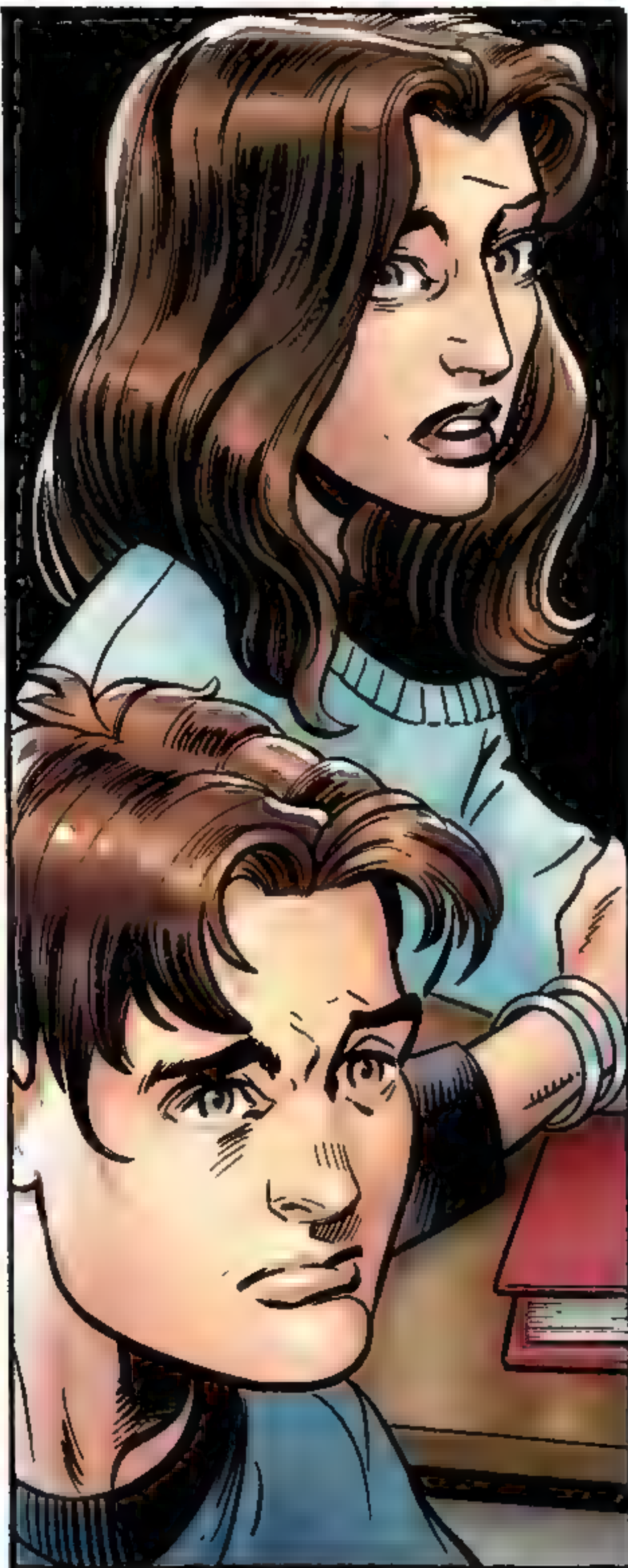
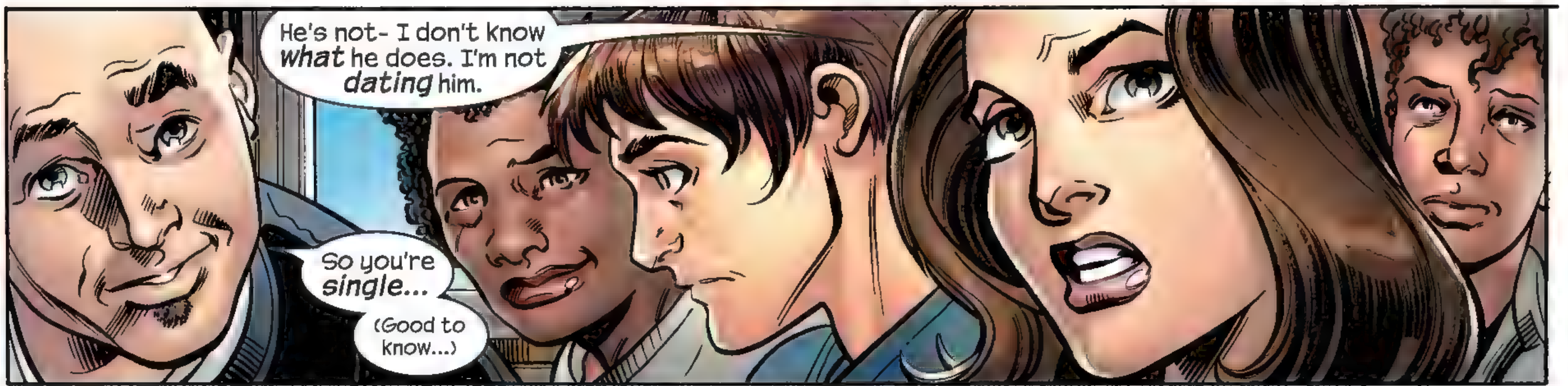




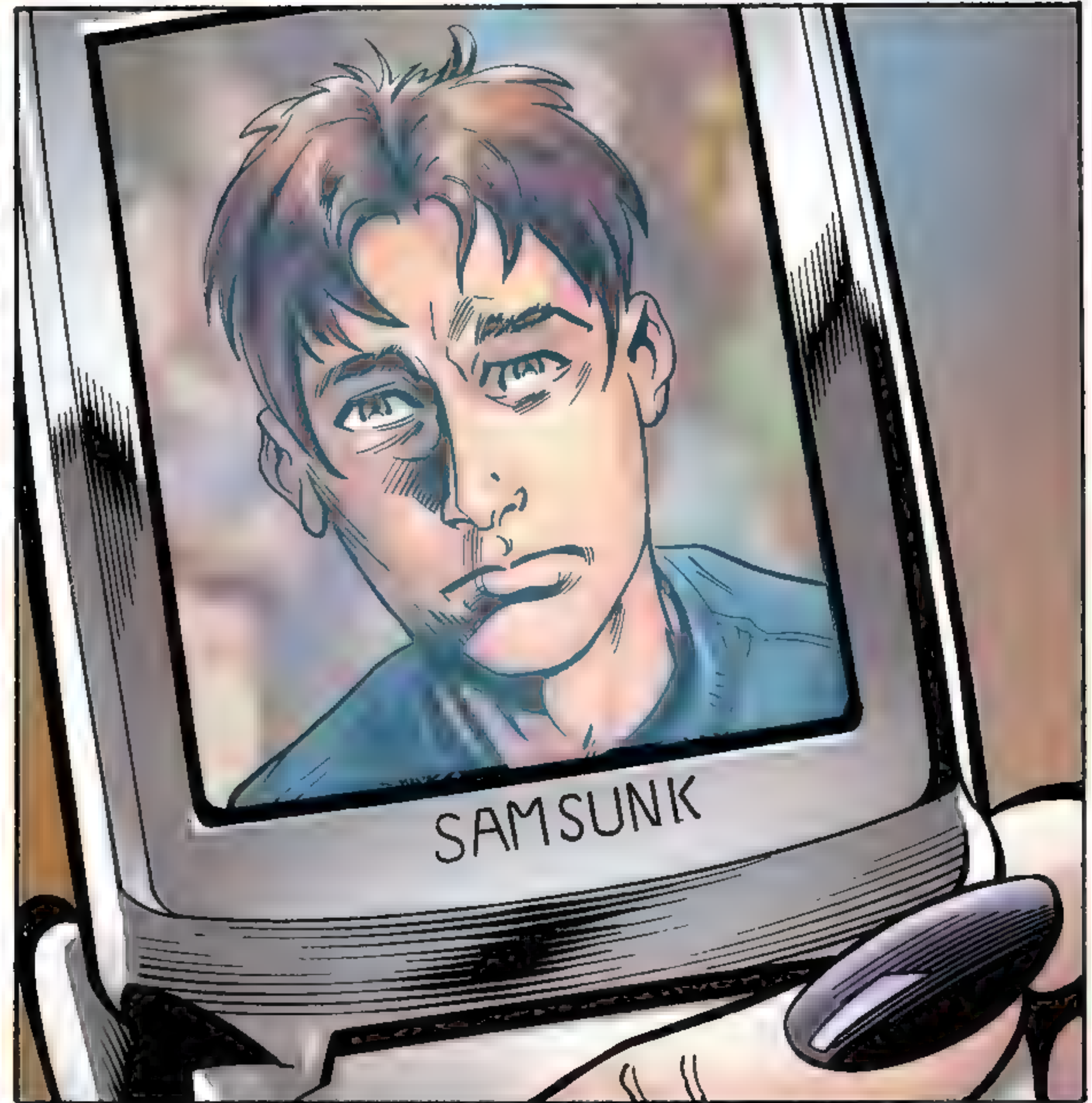
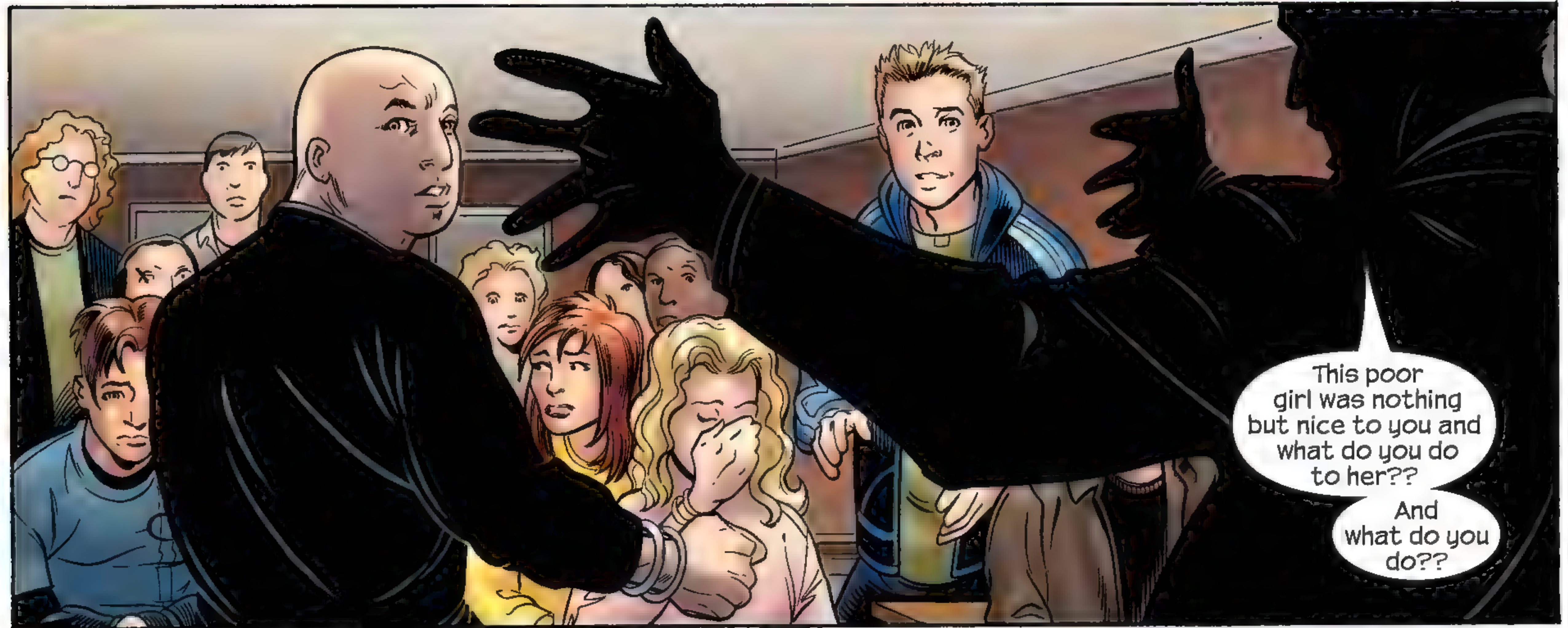
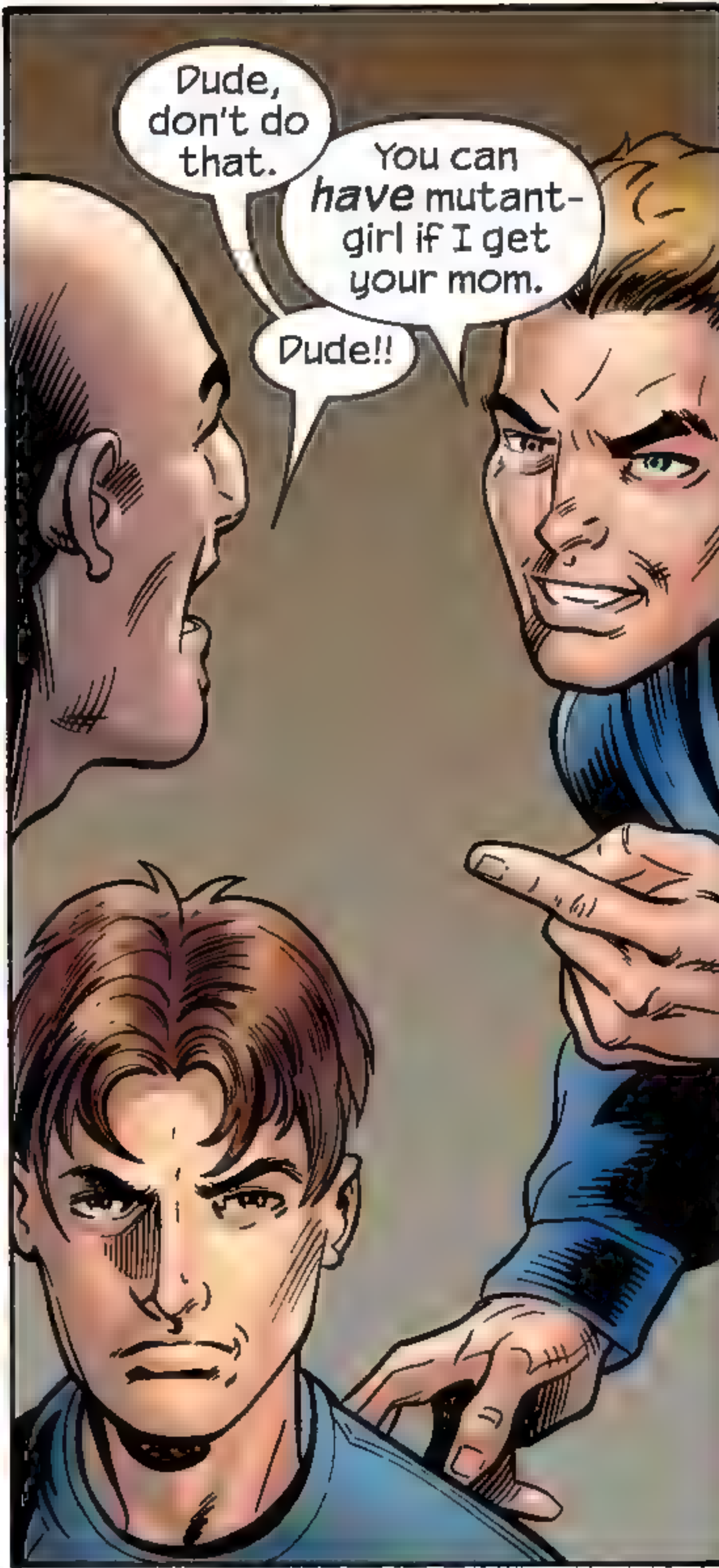




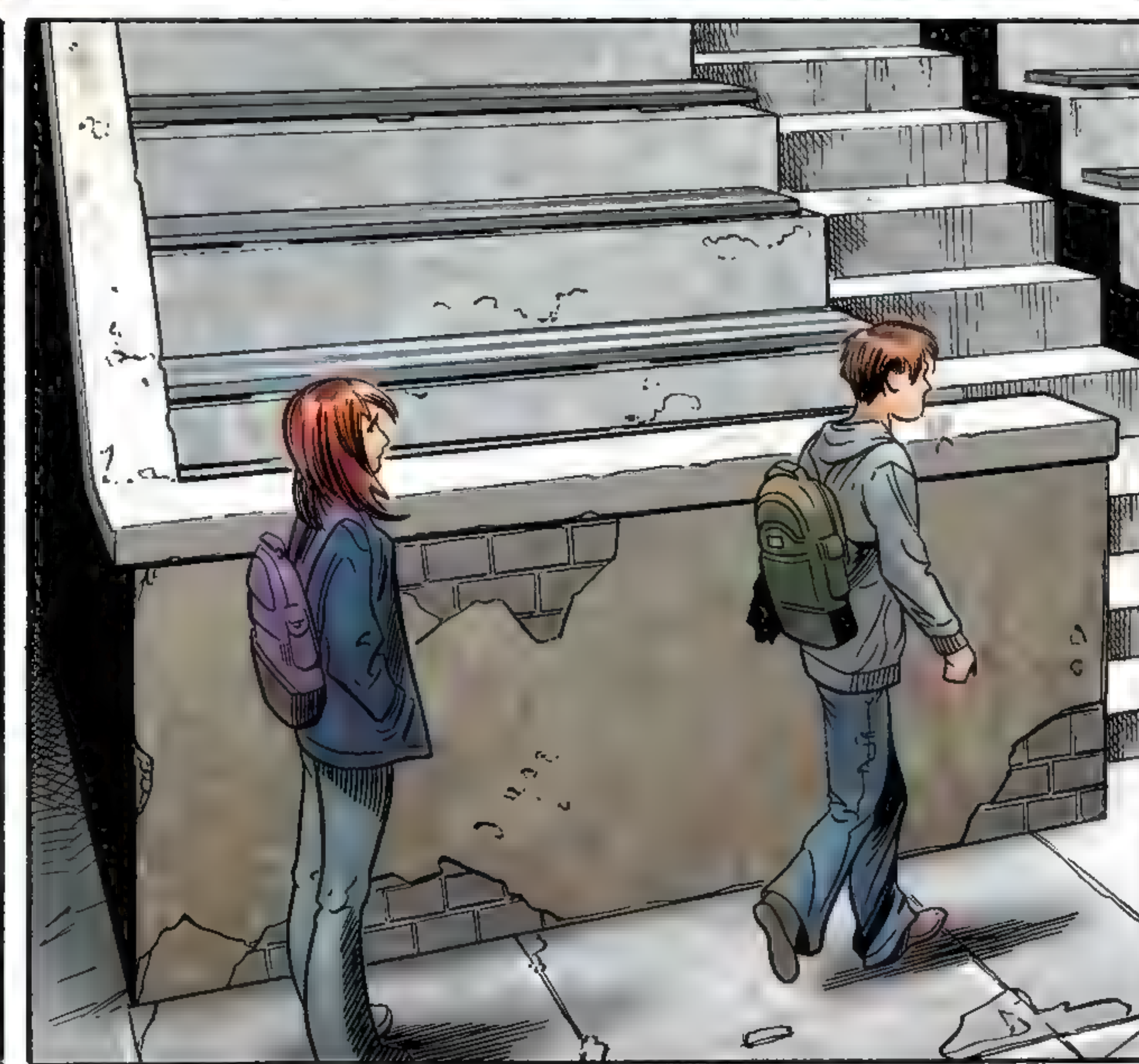
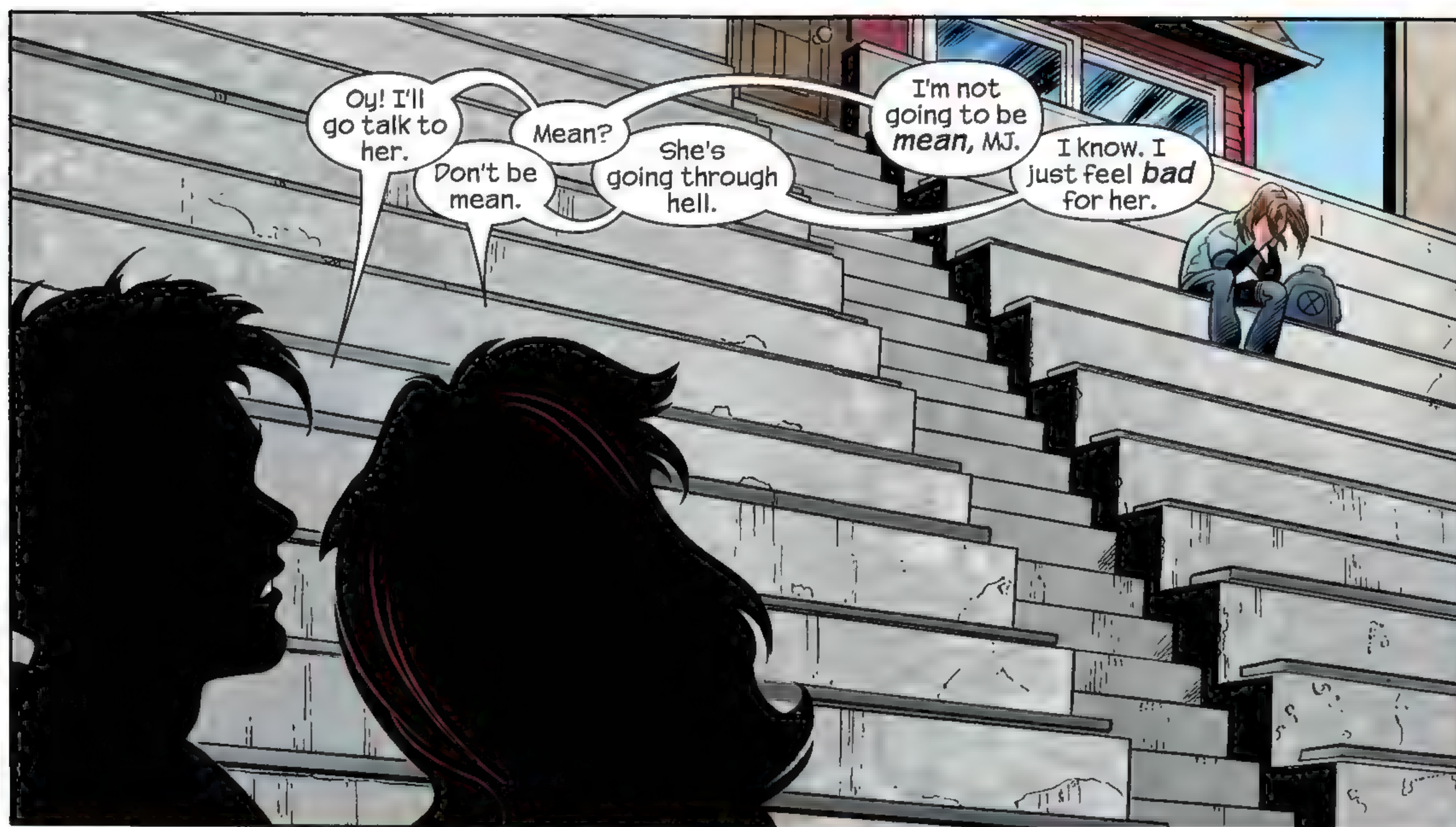




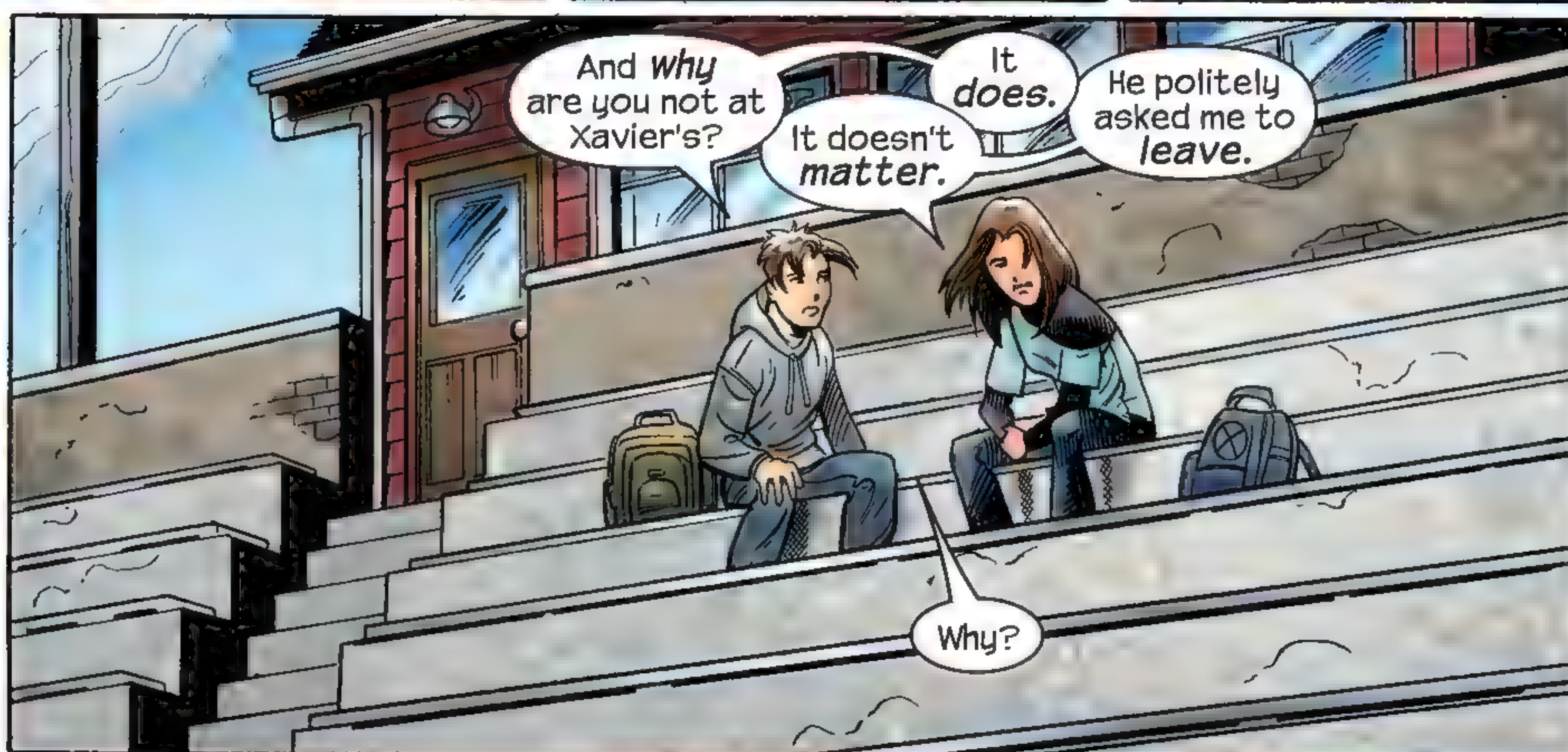
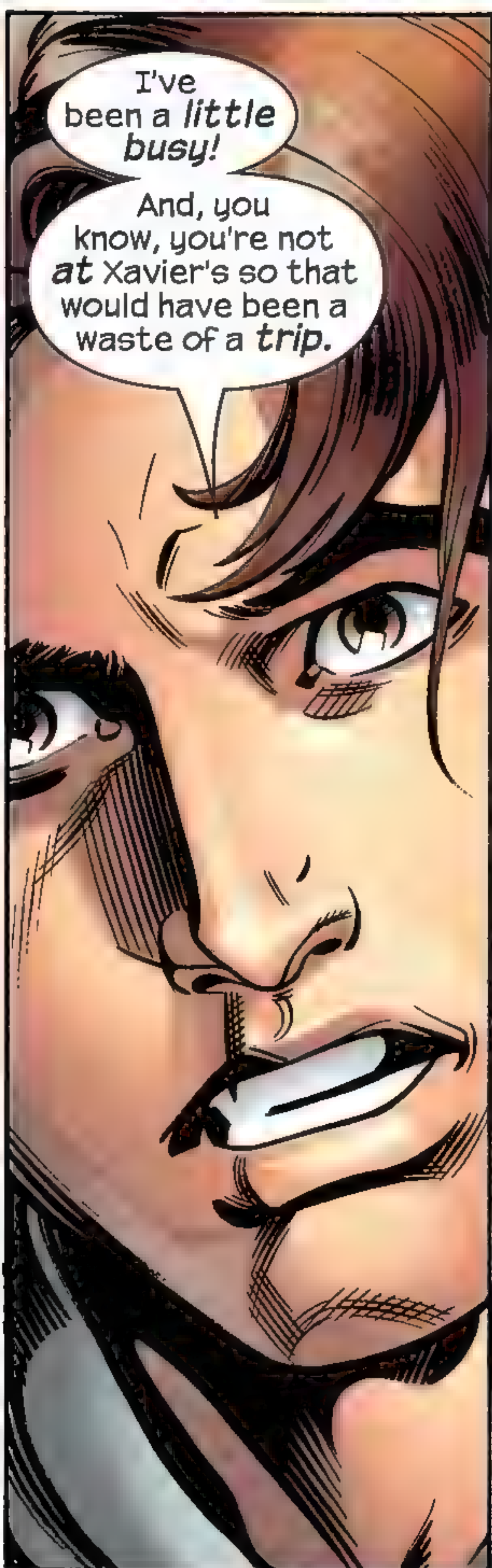
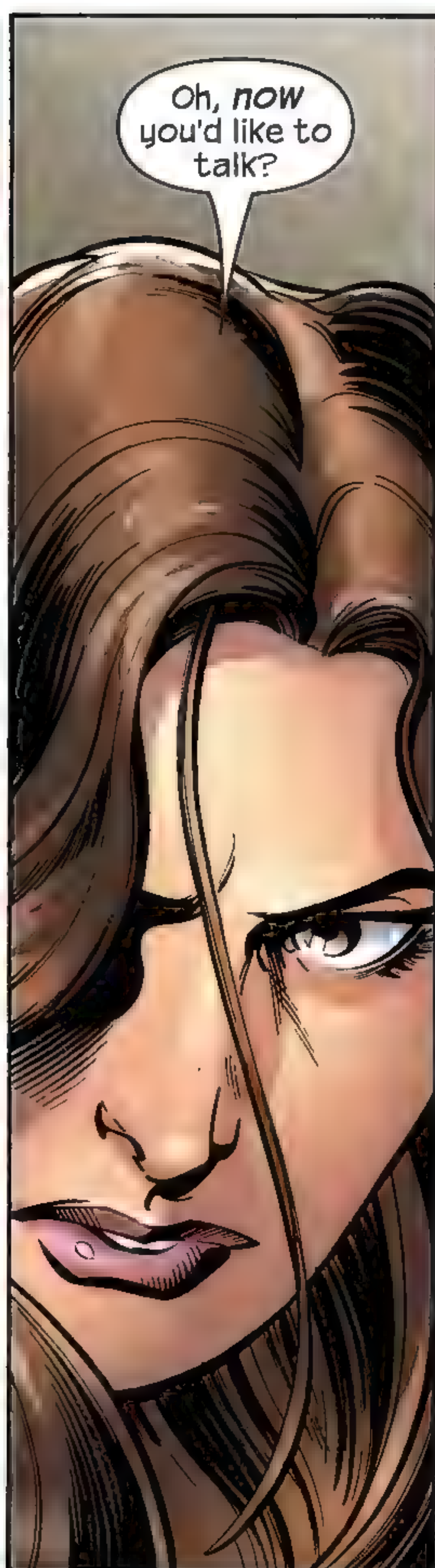




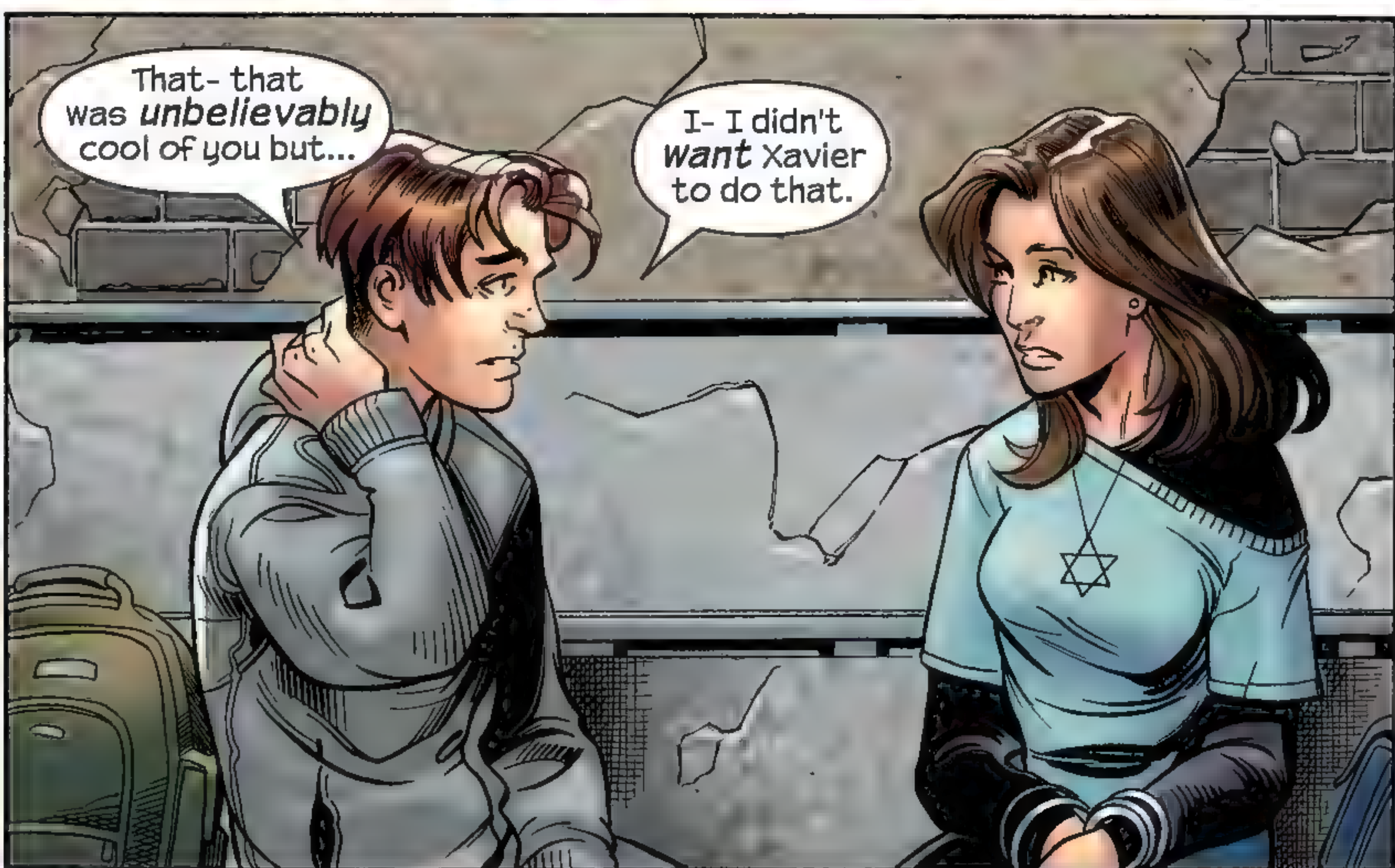
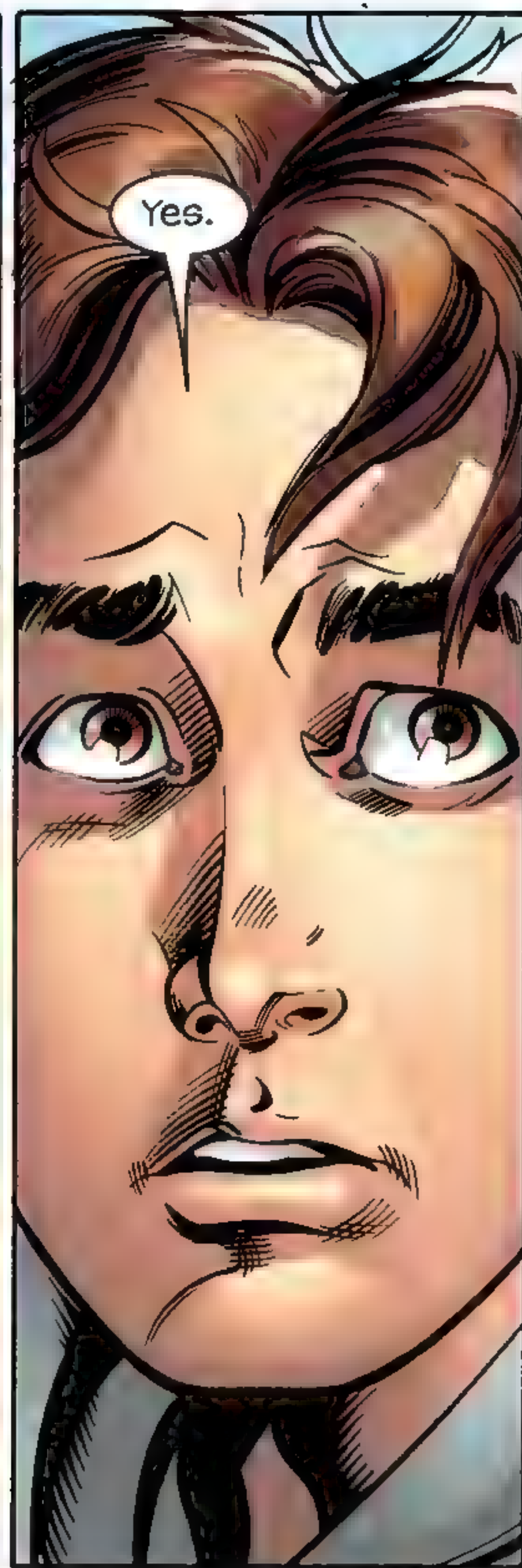
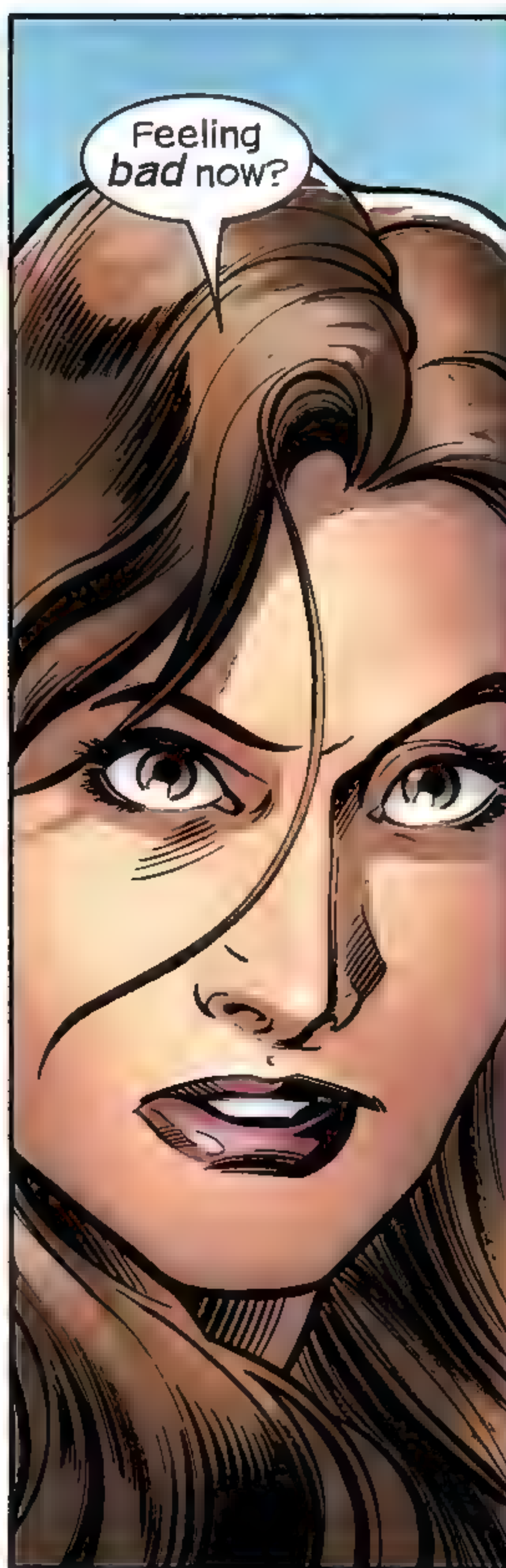
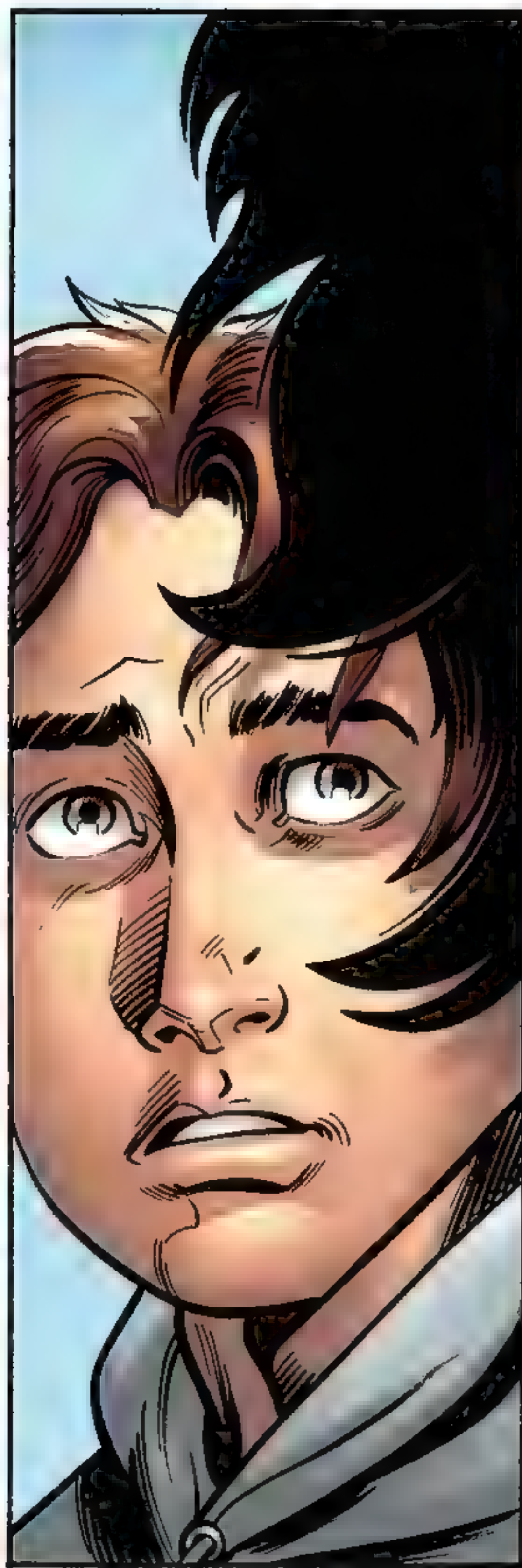














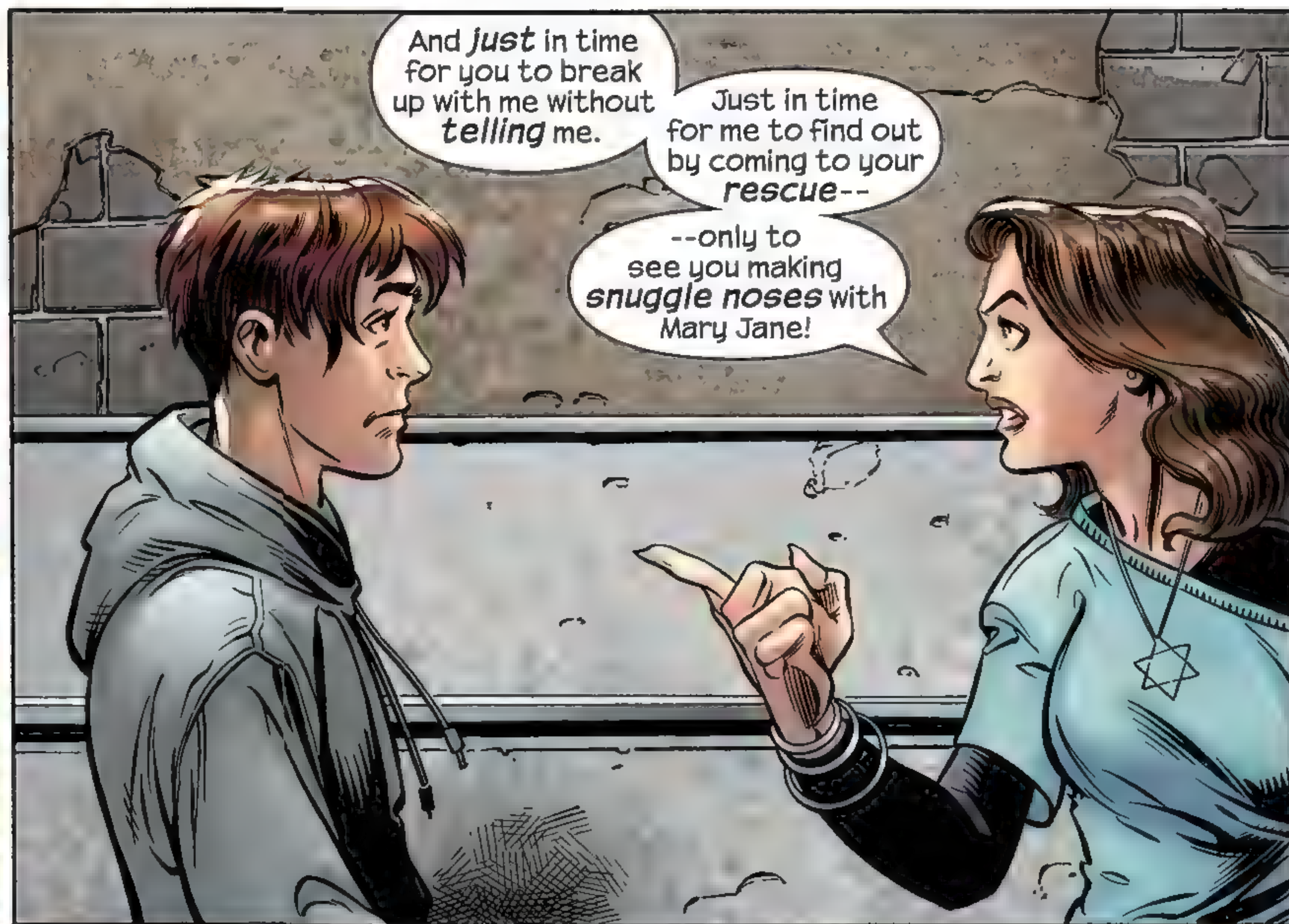


My mom moved eight blocks away.

So now I go to school here.

(Of all the juice joints...)

Crazy.



And *just* in time for you to break up with me without *telling* me.

Just in time for me to find out by coming to your *rescue*--

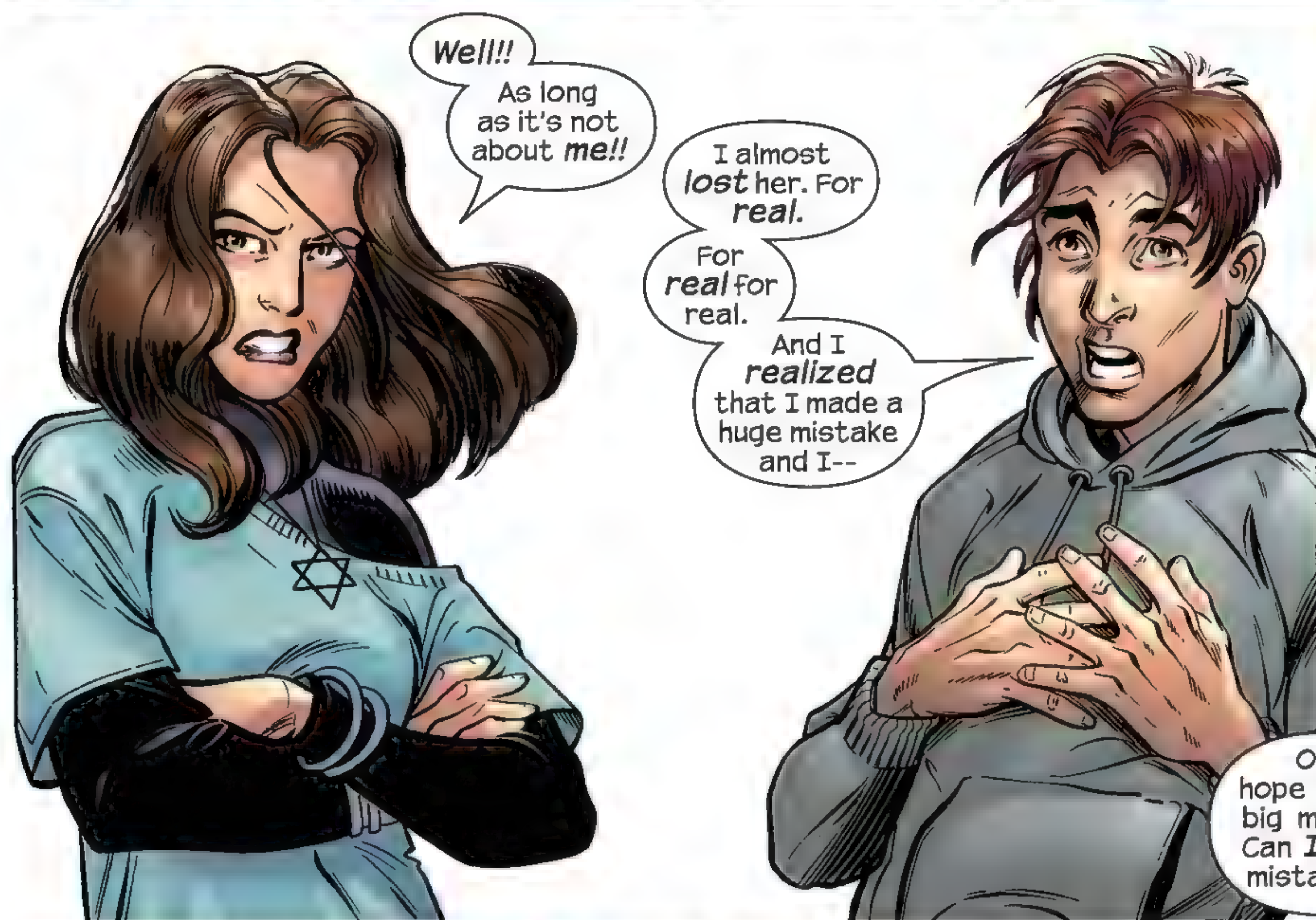
--only to see you making *snuggle noses* with Mary Jane!



Who you've been in love with the whole time and I *knew* this and-- and--

It's not about you.

It's about MJ. I almost lost her and--

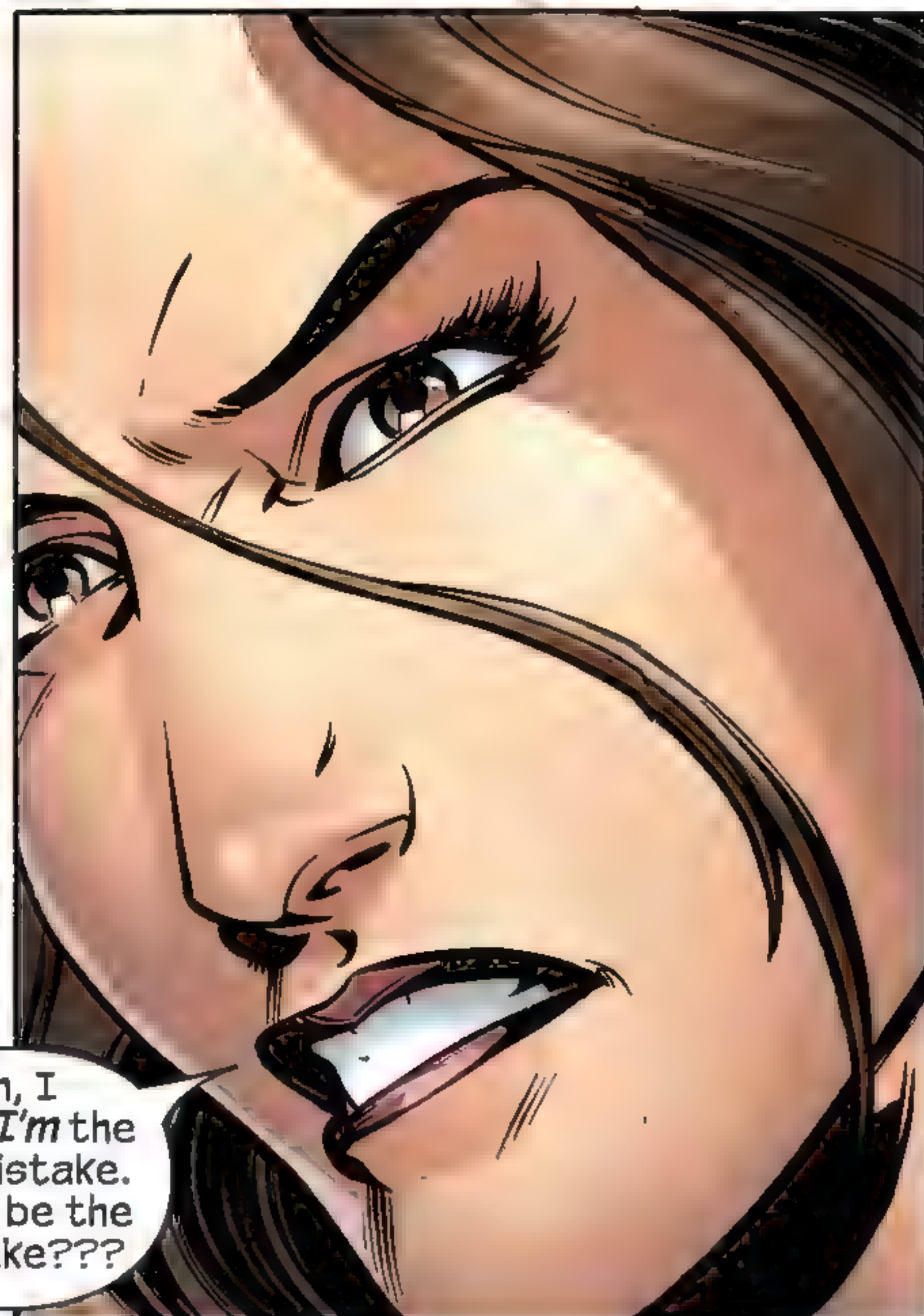


Well!! As long as it's not about *me*!!

I almost lost her. For *real*.

For *real* for real.

And I realized that I made a huge mistake and I--



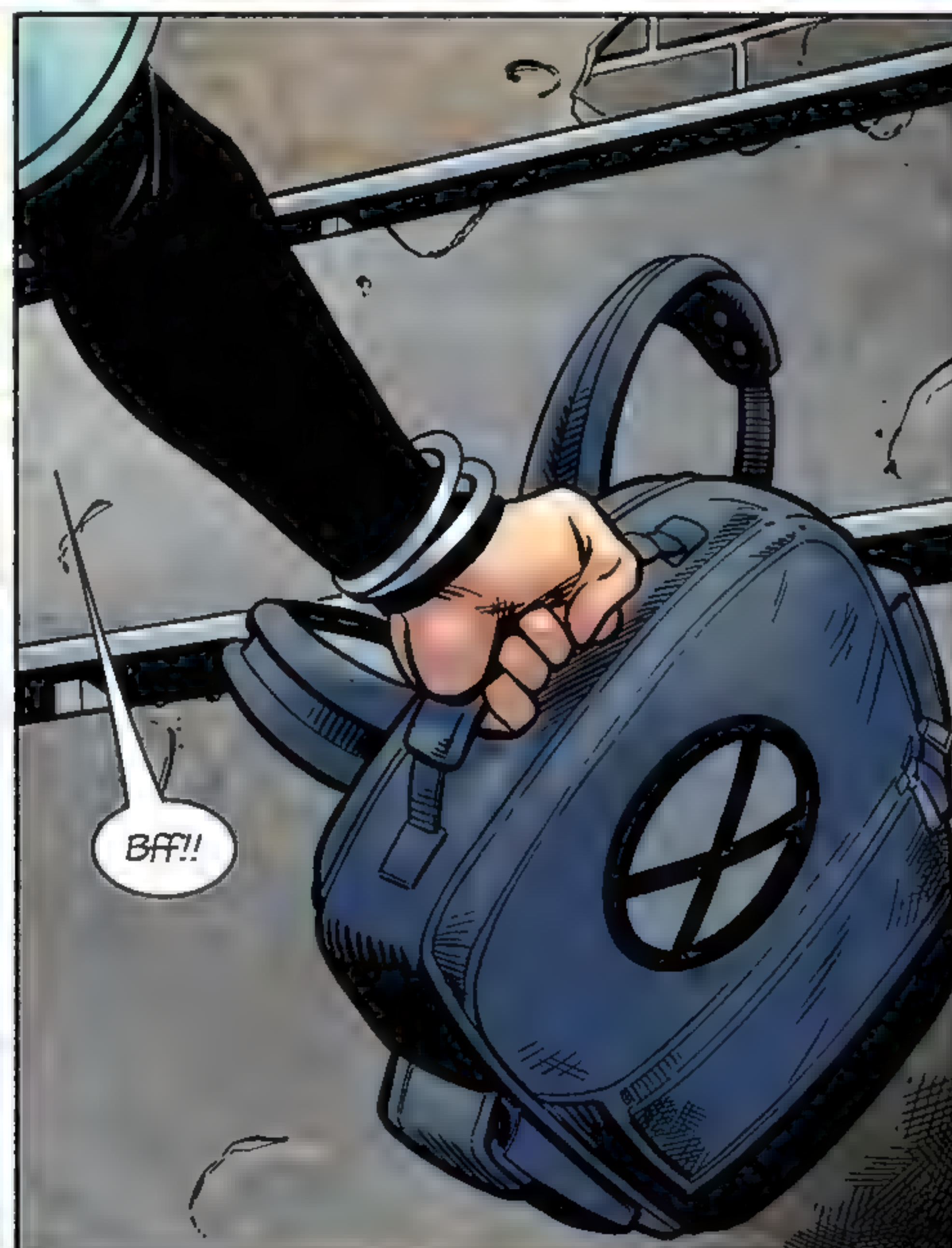
Oh, I hope I'm the big mistake. Can I be the mistake???



Kitty.

I can't wait 'til we're seniors.

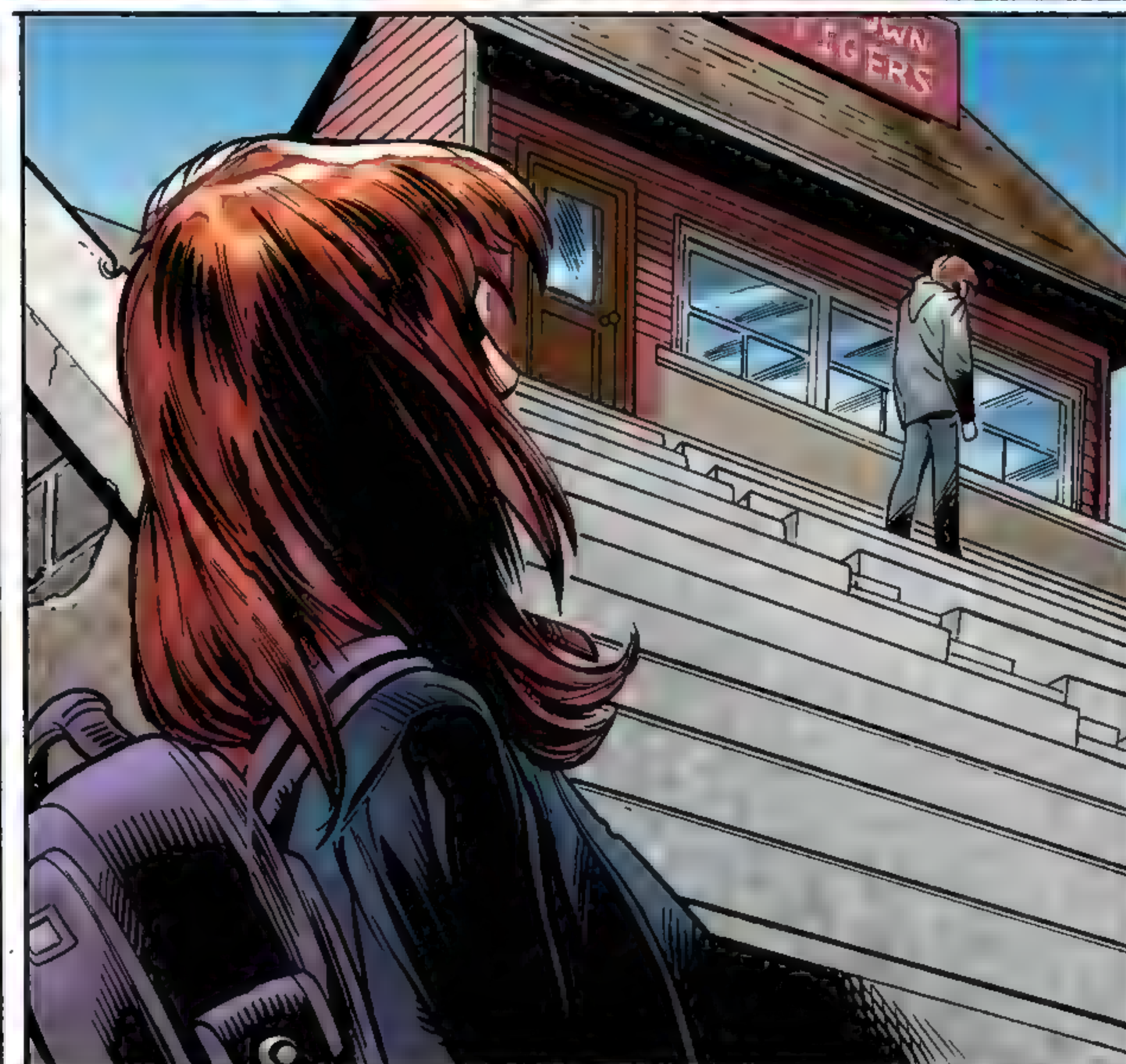
We get yearbooks and you can write in mine that I was your "*big mistake*"!!



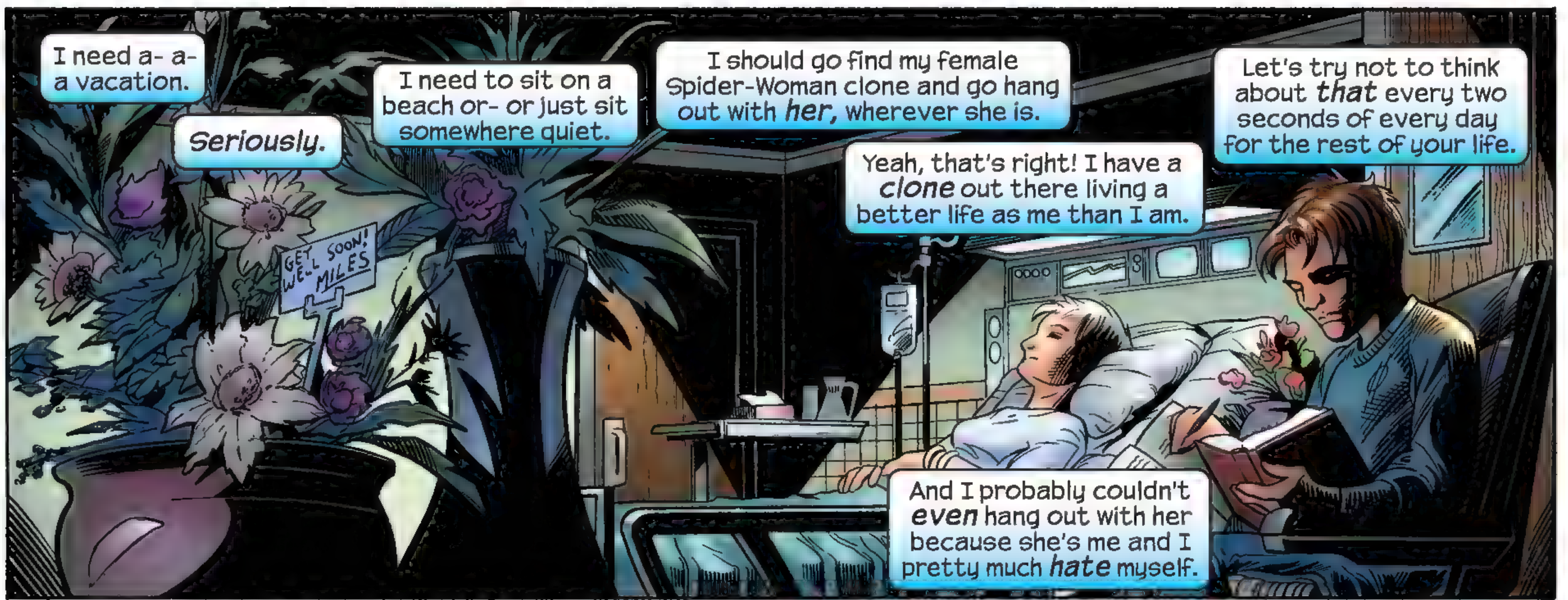
Bff!!



Kitty, come on...







I need a- a- a vacation.

Seriously.

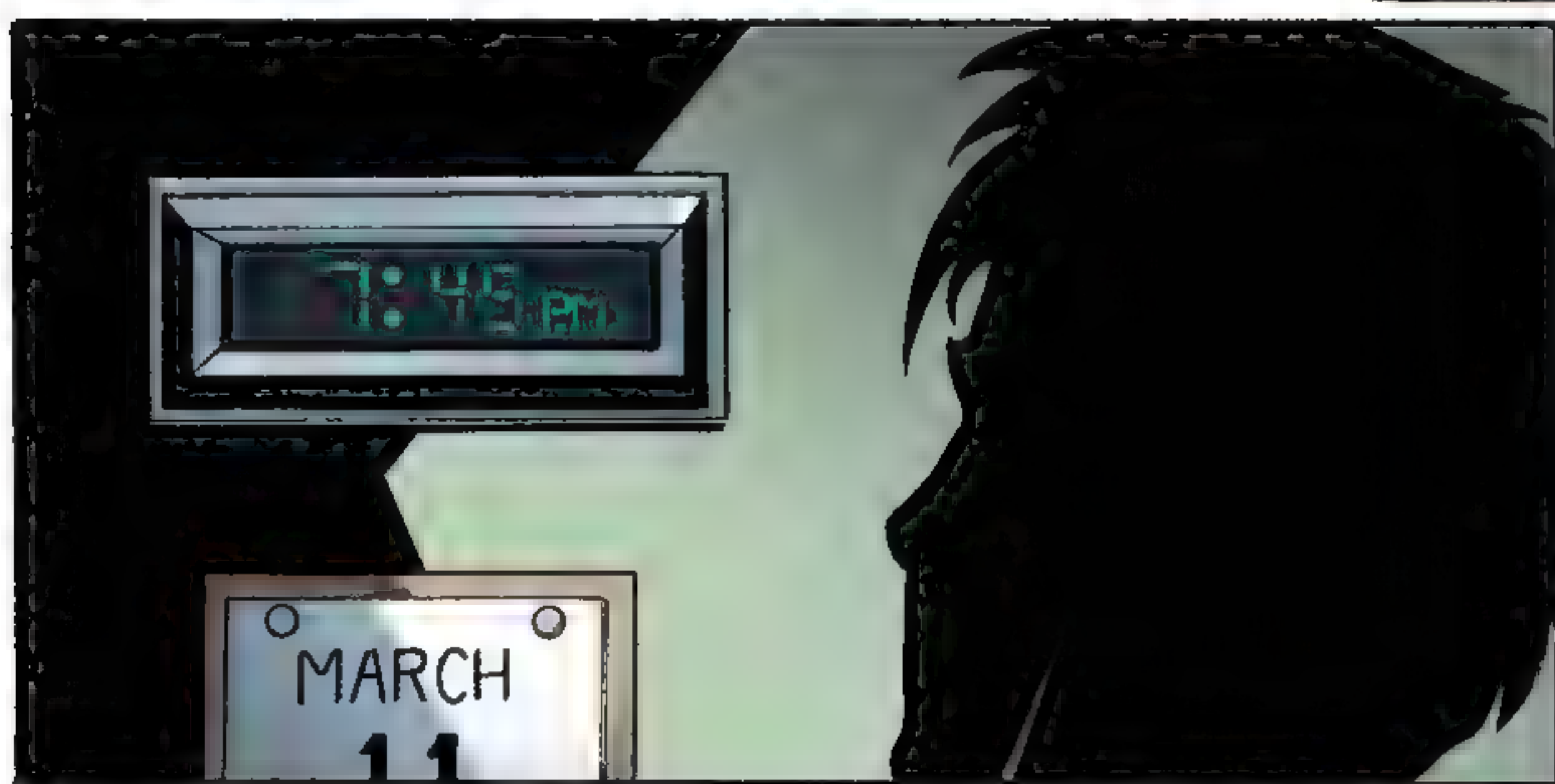
I need to sit on a beach or- or just sit somewhere quiet.

I should go find my female Spider-Woman clone and go hang out with *her*, wherever she is.

Let's try not to think about *that* every two seconds of every day for the rest of your life.

Yeah, that's right! I have a *clone* out there living a better life as me than I am.

And I probably couldn't *even* hang out with her because she's me and I pretty much *hate* myself.

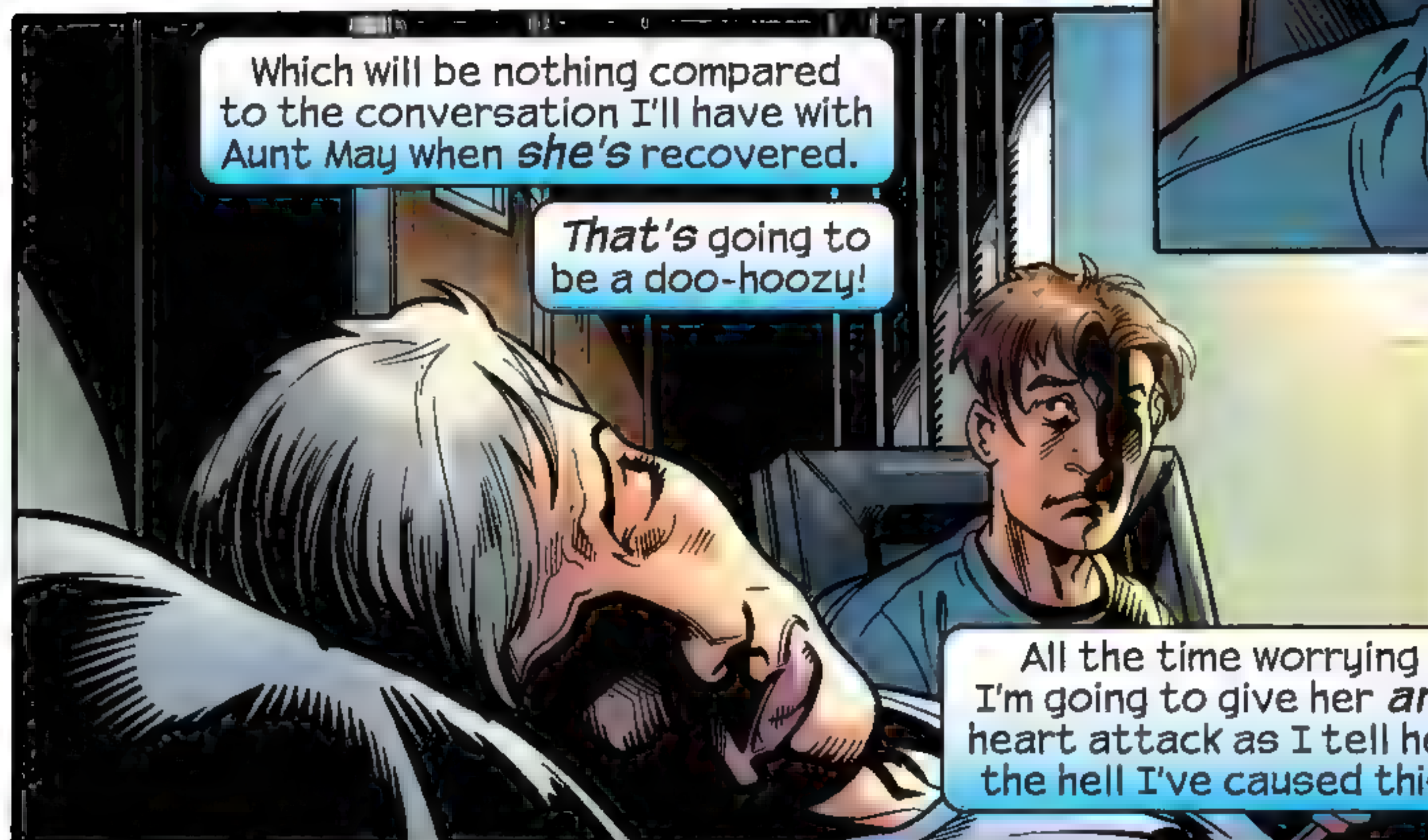


I should go to the movies. Just relax.

Kitty. That sucked.

You gotta love being in a conversation with someone and everything nasty they say about you is right on the money.

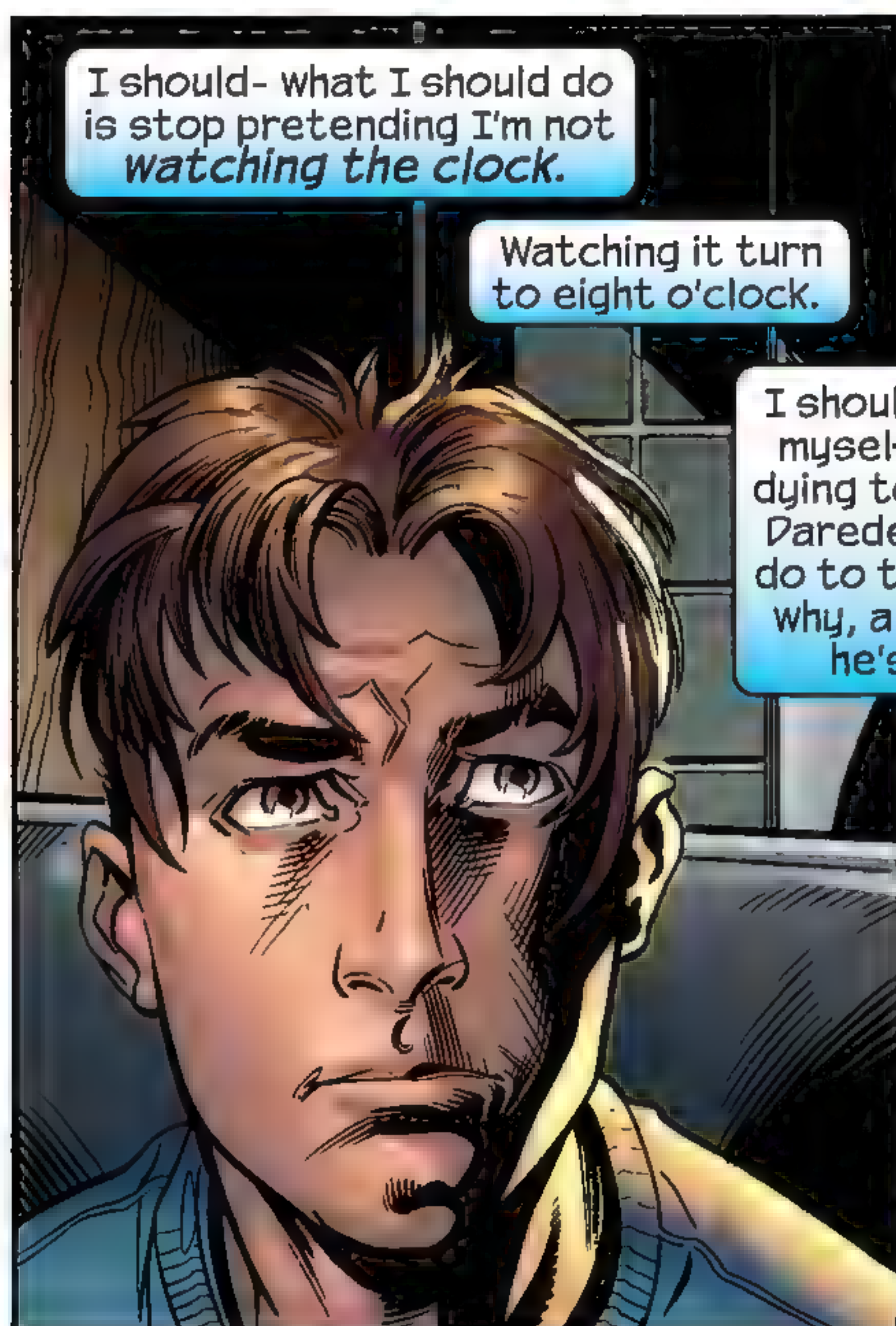
You gotta love it.



Which will be nothing compared to the conversation I'll have with Aunt May when *she's* recovered.

*That's* going to be a doo-hoozy!

All the time worrying that I'm going to give her *another* heart attack as I tell her of all the hell I've caused this year.



I should- what I should do is stop pretending I'm not *watching the clock*.

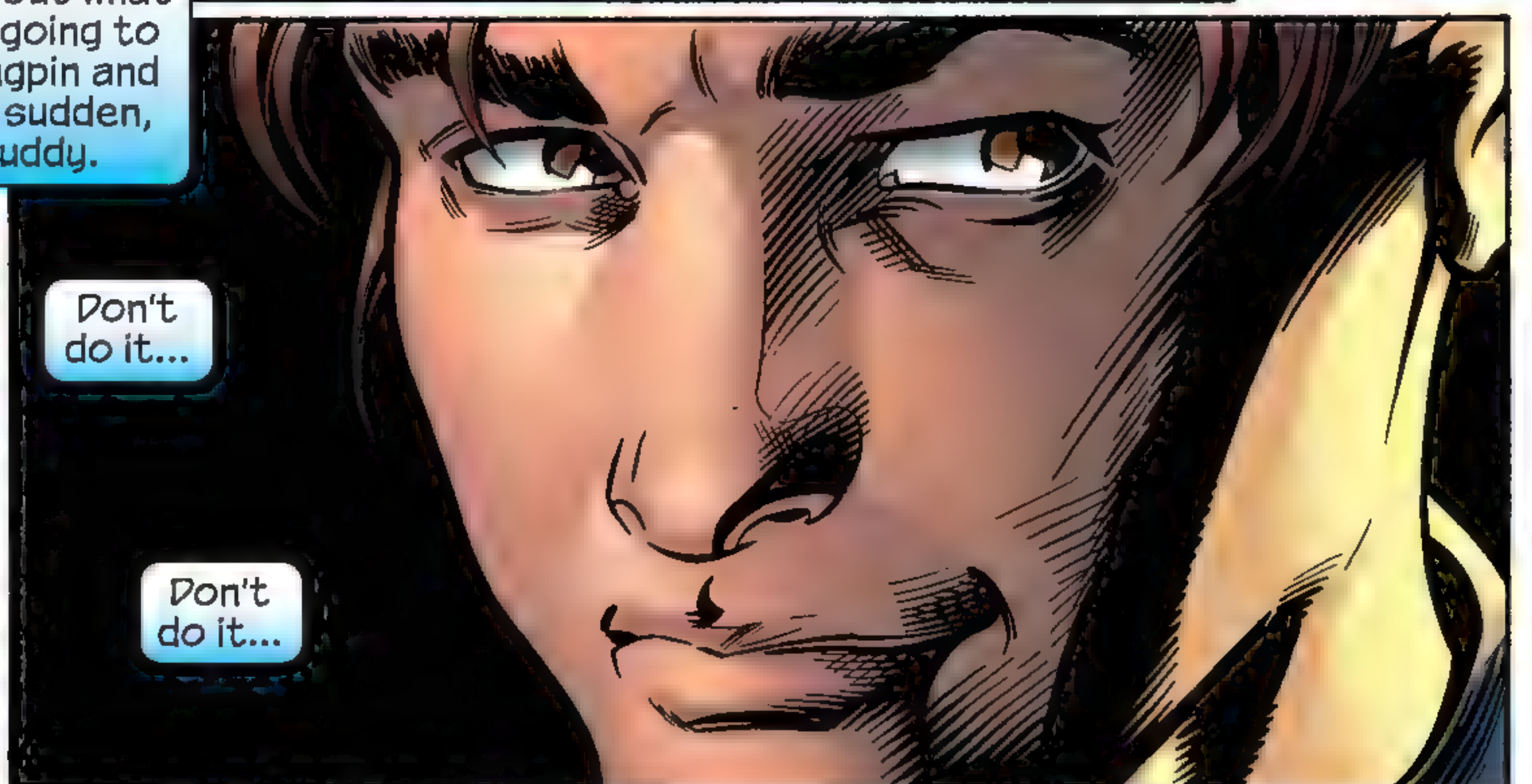
Watching it turn to eight o'clock.

I should stop kidding myself that I'm not dying to find out what Daredevil is going to do to the Kingpin and why, all of a sudden, he's my buddy.



Don't do it...

Don't do it...







Aaaaand you did it.

Idiot.



Note to self.

Look up the *textbook* definition for a guy who goes *looking* for trouble even when every area of his existing existence is *already* trouble.



Yeah, look *that* up.

Pretty sure I know what the picture is right *next* to it.



Well...

There's something you don't see every day...

...or, like, ever.





A rooftop full of crazy people!

A rooftop full of people I've never had *anything* but nightmare run-ins with in the past...



Hmmm...



That's Doctor Strange, magician. Guy's on TV more than he sleeps.



Iron Fist. Don't know anything about him other than, you know, his iron fist and he hangs out with...



Shang-Chi. Master of Kung Fu. That guy's pretty cool, actually.



Oh, and there's Moon Knight, who I'm pretty sure is genuinely crazy.

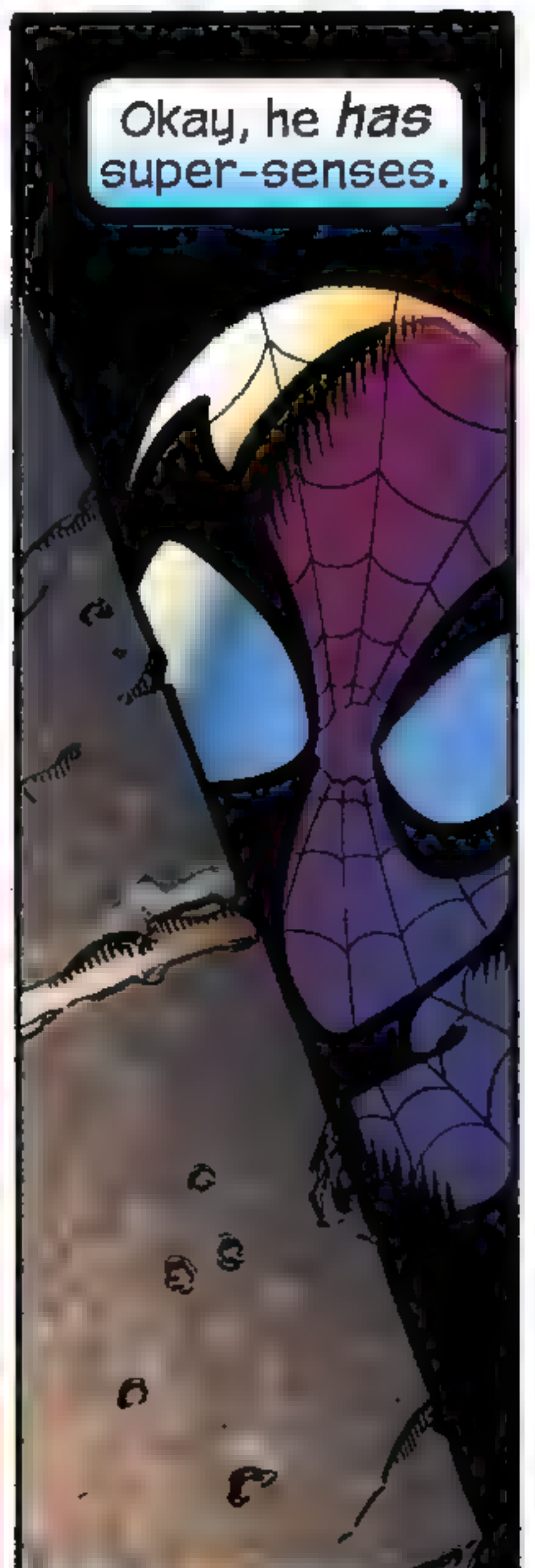
And I'm not just making that presumption based on the costume.



And my "best friend," Daredevil.

What a load that guy is.

And I bet he's *lying* about having those super-senses. He doesn't even have--



Okay, he *has* super-senses.





Gonna regret this.

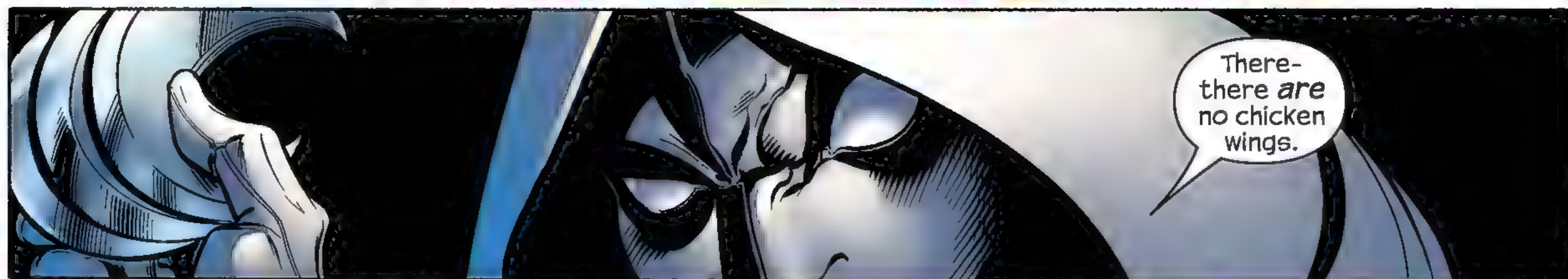
Boys...

Whoah!



Put the moon toys away, Casper, I'm just here for the chicken wings.

Jeez!



There-  
there *are* no chicken wings.



Ha!!

Wow.

Moon Knight, put the blades away. We're all friends.

"There are no chicken wings," he says.



Uh, hey, Spider-Man.

Doctor Strange, master of the mystic late-night talk show appearance.

Better than a *real* job.

It's okay, Moon Knight.



Shang-Chi- other guy...

I remember you.

Sorry about that thing that time.

You should be.

Okay. So, uh, what's this about a surprise party for Fatty McEvilsteen?



Like I told you individually, we *all* want the Kingpin, we *all* have our reasons...

And we've been tripping over ourselves and each other to *get* at him.

And what do we have to *show* for it?

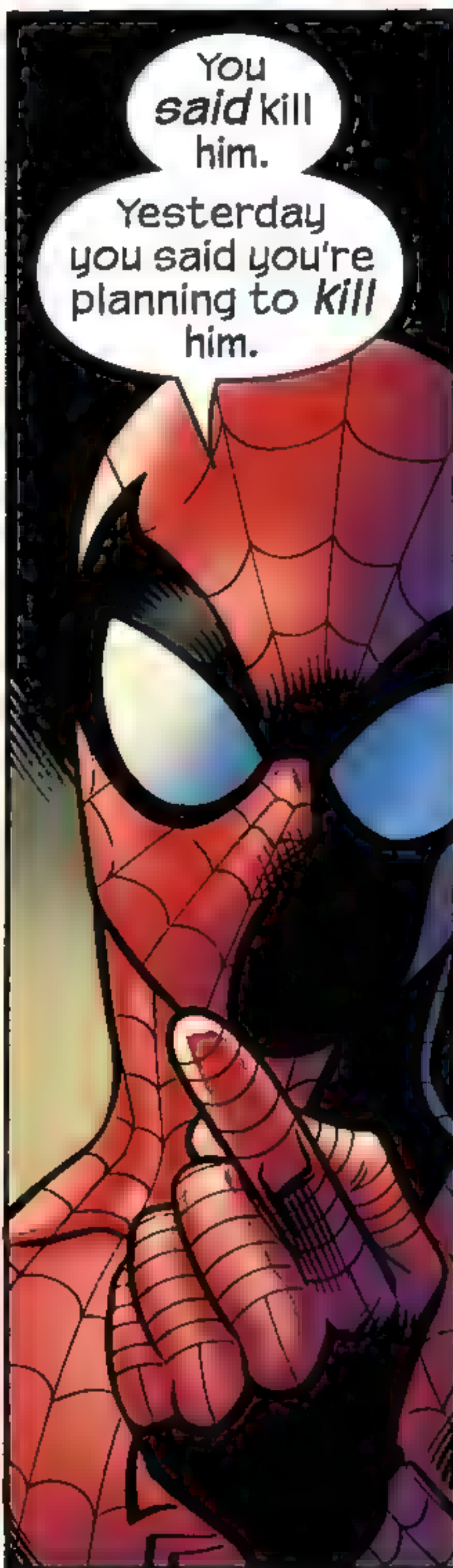




He has an army and a fortress-police and politicians in his pocket.

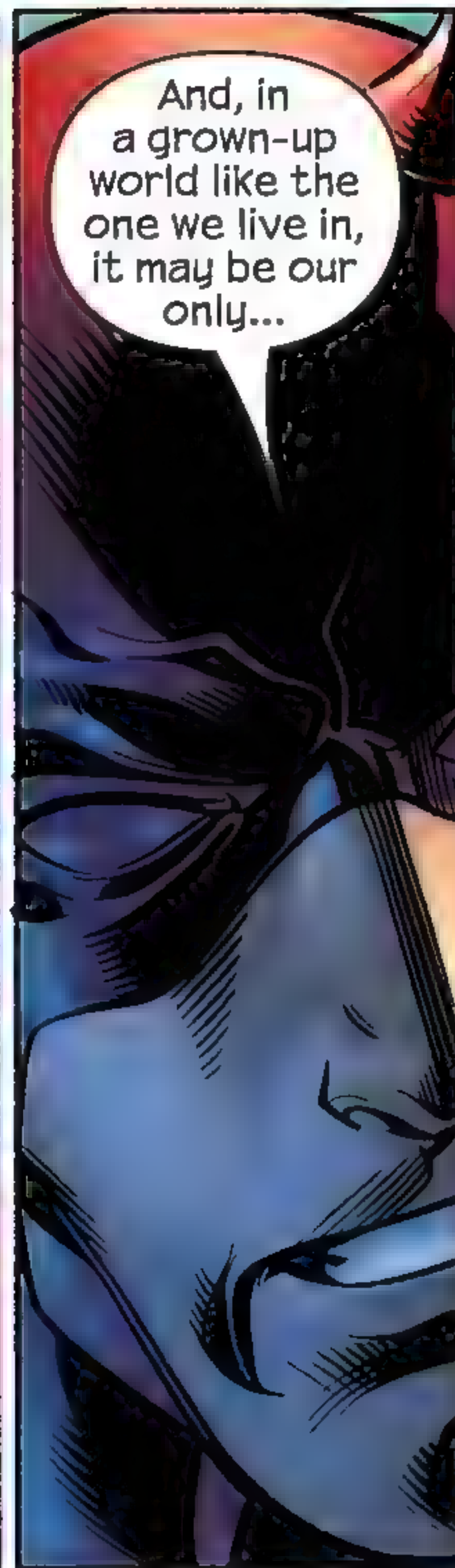
And yet we're *SO* surprised we haven't been able to bring him down?

And by "bring him down," you mean...?

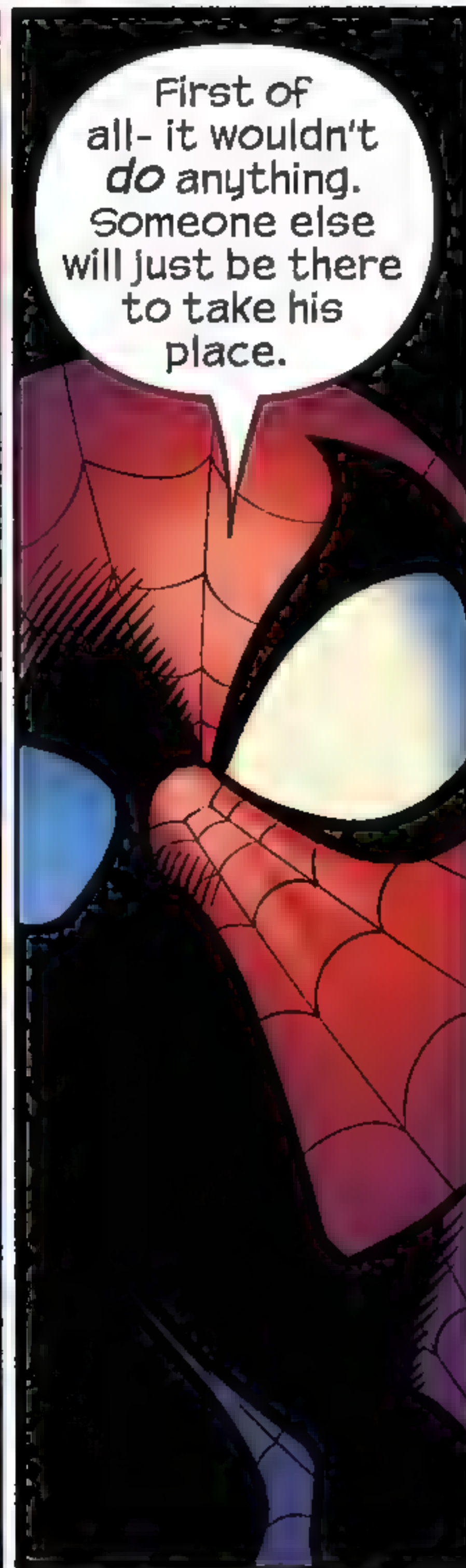


You *said* kill him.

Yesterday you said you're planning to *kill* him.



And, in a grown-up world like the one we live in, it may be our only...



First of all- it wouldn't *do* anything. Someone else will just be there to take his place.



Not necessarily.

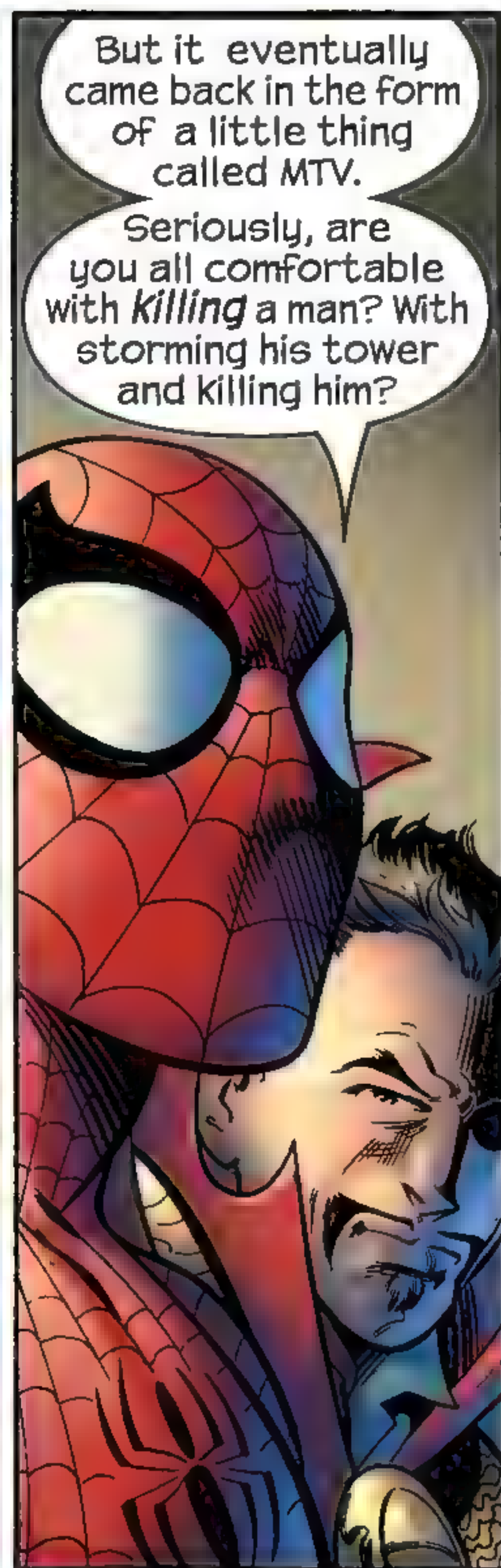
Of *course* there will be.

Not necessarily.

They killed Hitler.



And that was that for the Third Reich.



But it eventually came back in the form of a little thing called MTV.

Seriously, are you all comfortable with *killing* a man? With storming his tower and killing him?





Thank you.

But if one of *you* do, I would like to have the opportunity to throw Nerf balls at his fat head on a stick as it's paraded up and down midtown.



Guys, we're supposed to **represent** something.



We will.



Something loftier.



Grow up.

We tried that.

Look what it's gotten us.



I'm telling you now, I'm not going to defend the guy, but if you guys whack him--

(or whatever)

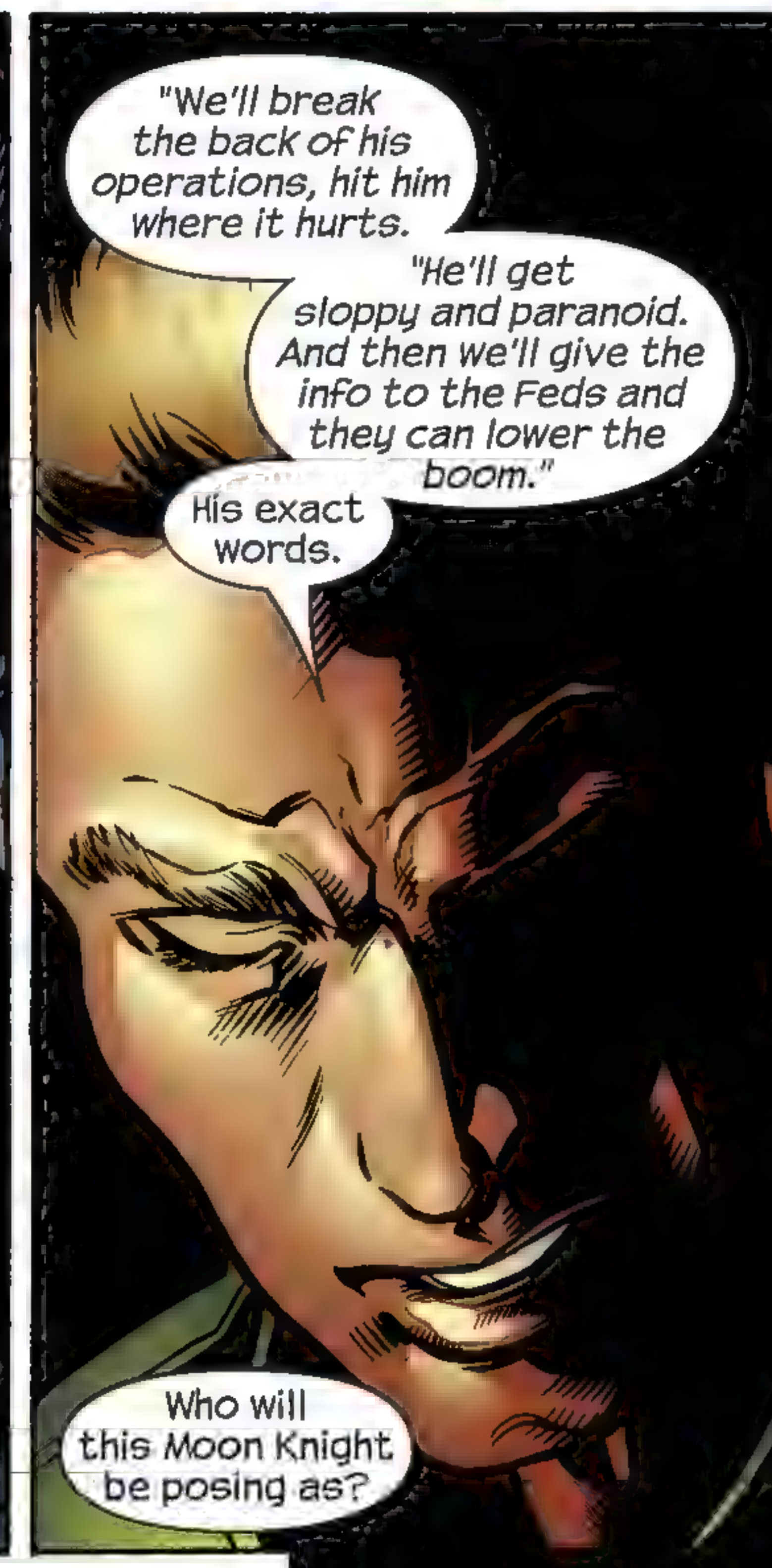
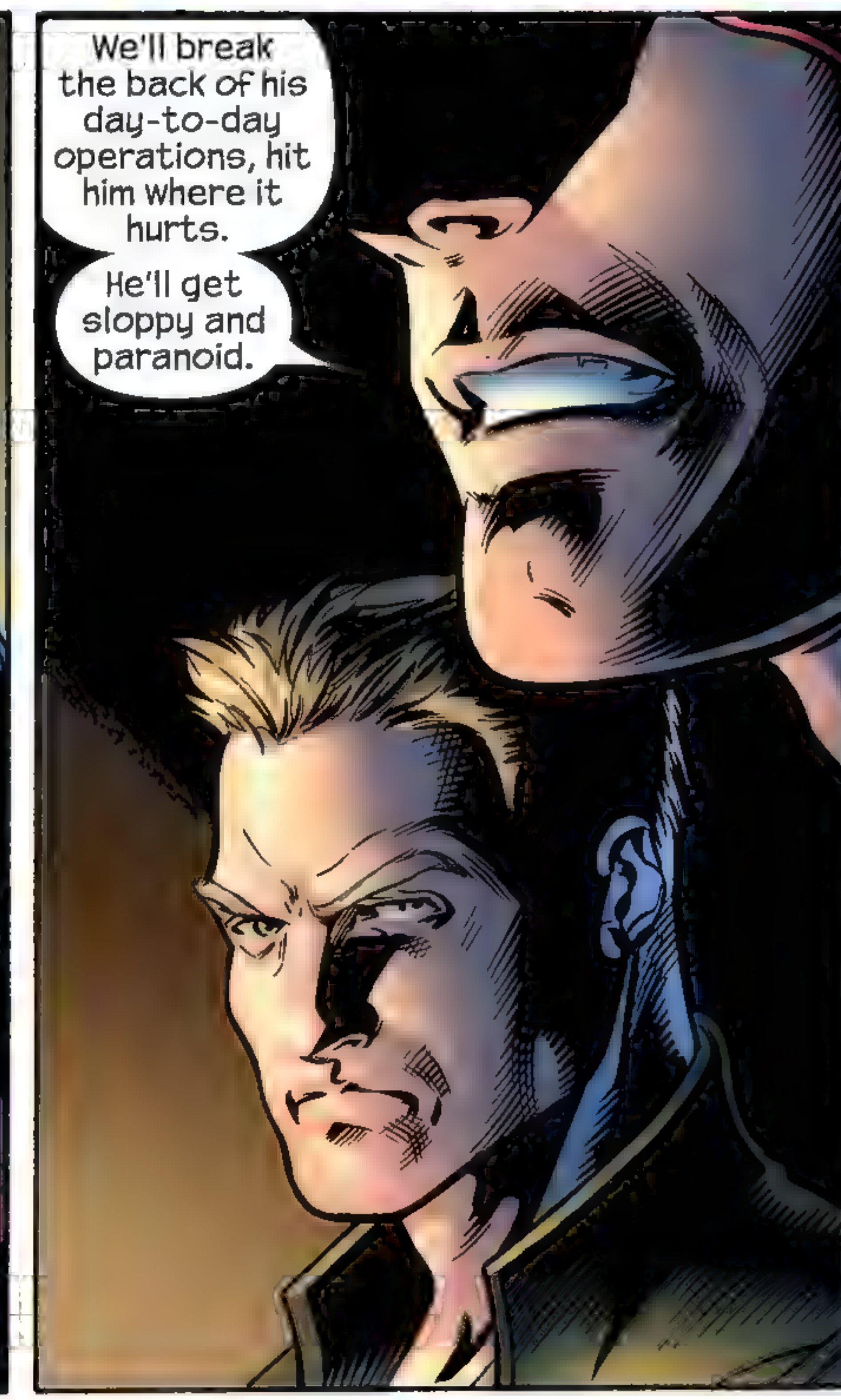
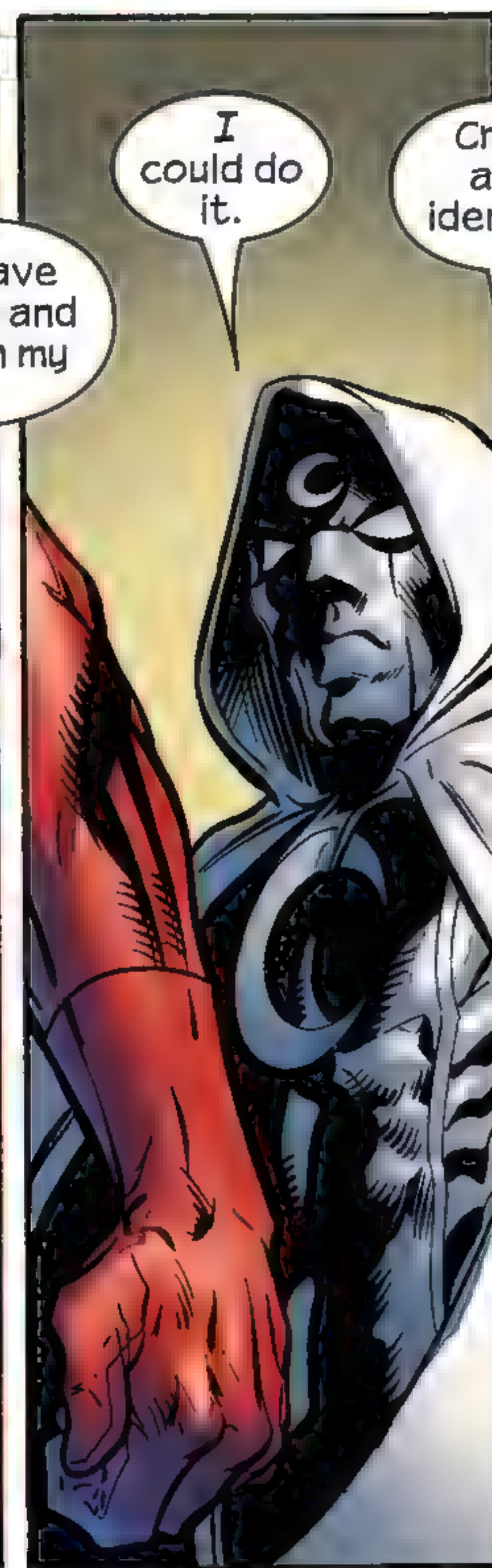
--I'll go right to Nick Fury and tell on you.

Yeah, that's right. I'll point fingers and make a stink.

If you want to *bring* him down, *scare* him out of town, or get the goods on him so the guy goes to fat jail forever- *that* I'm behind.

But I'm *not* going to allow *this*. It's not going to happen.







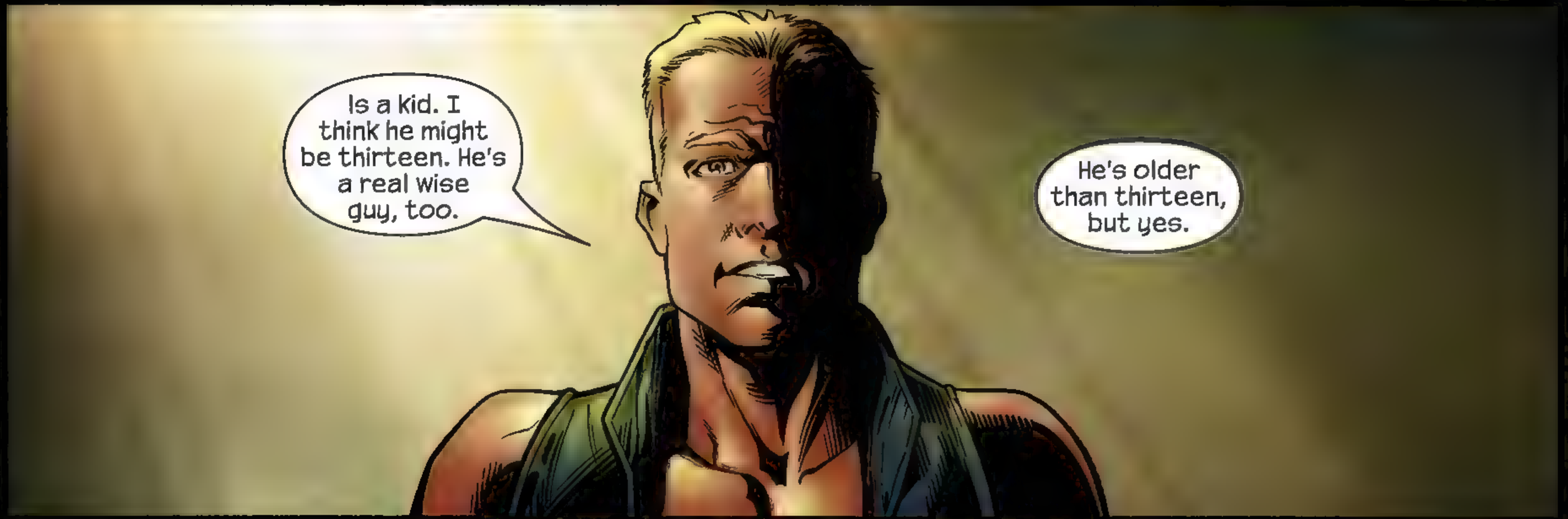


I don't know. They're still working on it. I don't think this Moon Knight's a well man.

What is Daredevil's real name?

I don't know. Shang-Chi knows, but they haven't told me. I'll work on it.

And Spider-Man?



Is a kid. I think he might be thirteen. He's a real wise guy, too.

He's older than thirteen, but yes.



So that's it?

We got a deal?

Because I'm not going back to prison.

Not for them, not for you, not for anything.



Well, Danny Rand.

Iron Fist...

If this turns out to be true...



...you've  
certainly earned  
my friendship...

**To be continued...**



# ULTIMATE SPIDER-MAN®

ISSUE

108

ULTIMATE KNIGHTS: PART 3



**MARVEL**

**BENDIS  
BAGLEY  
HENNESSY  
PONSOR**



# PREVIOUSLY IN ULTIMATE SPIDER-MAN...

The bite of a genetically-altered spider granted high school student Peter Parker incredible, arachnid-like powers! When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He learned the invaluable lesson that with great power must also come great responsibility...

Now the fledgling super hero tries to balance a full high school curriculum, a night job as a web designer for the Daily Bugle tabloid, a friendship with the beautiful Mary Jane Watson, and swing time as the misunderstood, web-slinging Spider-Man.

Peter and MJ's romantic relationship is back in bloom, now that he has left his troubled relationship with Kitty Pryde (of the world-famous mutant super-team, the X-Men)...until Peter and MJ discover that Kitty now goes to school with them.

Meanwhile, the costumed hero called Daredevil also shows up at Peter's school—in the guise of Daredevil's alter-ego, lawyer Matt Murdock—and offers Peter an opportunity to plan the downfall of Wilson Fisk (a.k.a. the Kingpin of Crime). Since gaining his powers, Spider-Man has had several confrontations with the red-clad DD...and they are not friends.

But Peter is less a friend of the Kingpin, and is intrigued enough to follow DD to his super-hero meeting, and to help hatch a plan: Have the mysterious Moon Knight pose as a new hitman for the Kingpin—and then use Moon Knight to help take the Kingpin down from inside.

But the other heroes don't know that—though Moon Knight's intentions are pure—he is suffering from a massive multiple personality disorder...



## ULTIMATE KNIGHTS

PART 3

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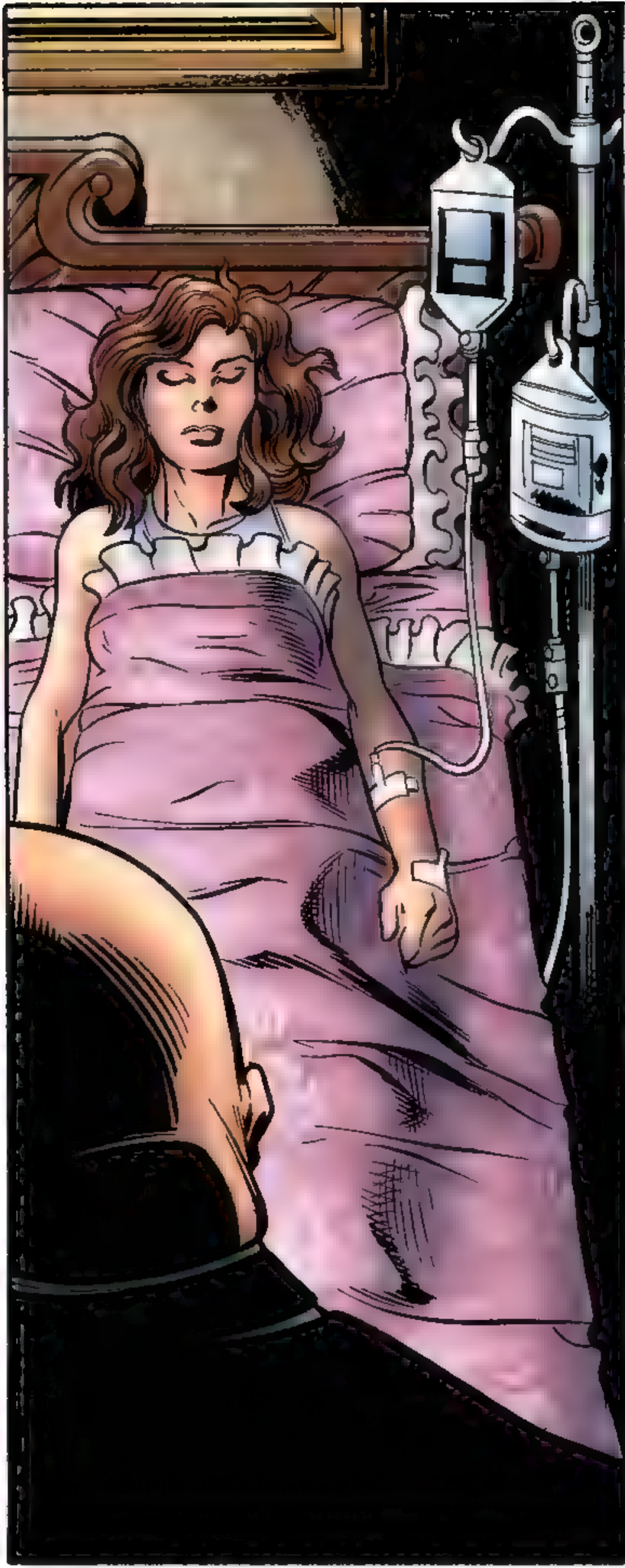
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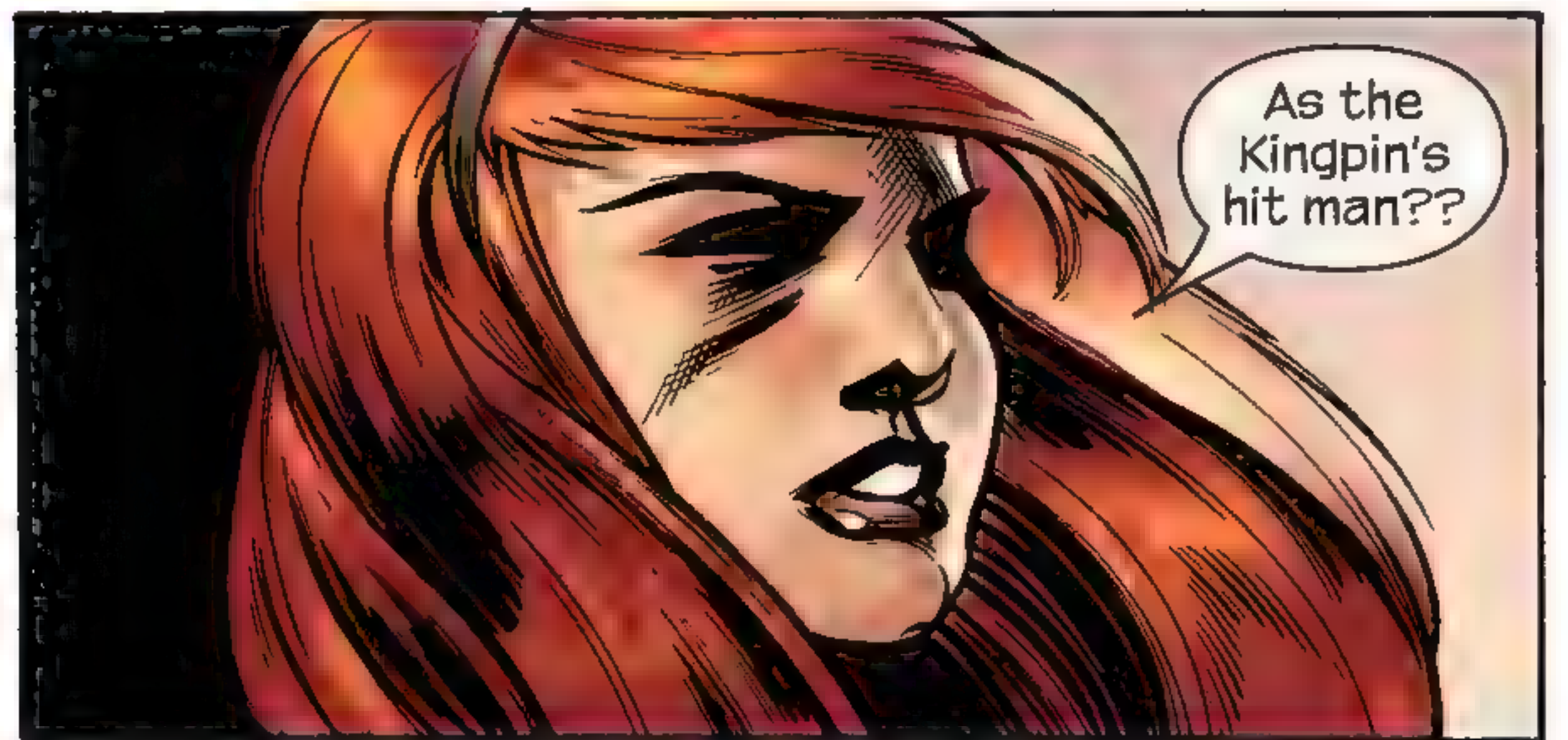
**Dan  
Buckley**  
PUBLISHER

Cover: Mark Bagley & Richard Isanove













Our boy,  
Okay... our guy is a sick  
man. Right?

He suffers  
from multiple  
personality  
disorder.

To the point  
that none of this  
is real. None of *us*  
are real.

We're all part  
of *him*. Marc Spector,  
Steven Grant, me,  
Moon Knight...

We're all  
the same  
person!!

We're *all* him and now you  
want him, with his history  
of fragmented psychosis,  
to create *another*  
persona?

A-a killer.  
A hit man.

It  
doesn't  
*worry*  
you?

So we  
can take down  
the Kingpin.

What if,  
instead, this  
killer becomes  
the dominant  
personality?

You shouldn't  
be talking like  
this.

He  
can *hear*  
you.

He *is*  
me!!

And I'm  
telling you, this  
is *dangerous*  
for us.

You  
shouldn't  
be *talking*  
like this.

It's going  
to *kill* us all.

*Stop*  
it!!

The Kingpin!!  
Taking down the  
Kingpin!! Nothing  
else matters.

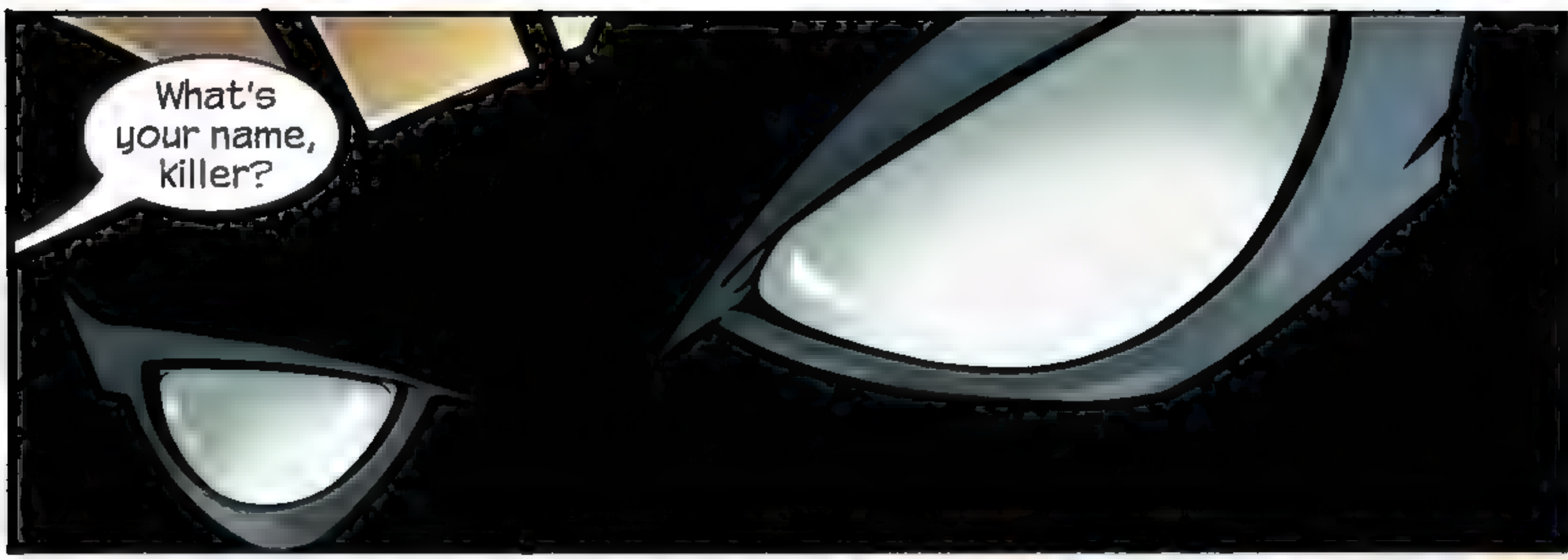
Nothing!!

Calm  
d--

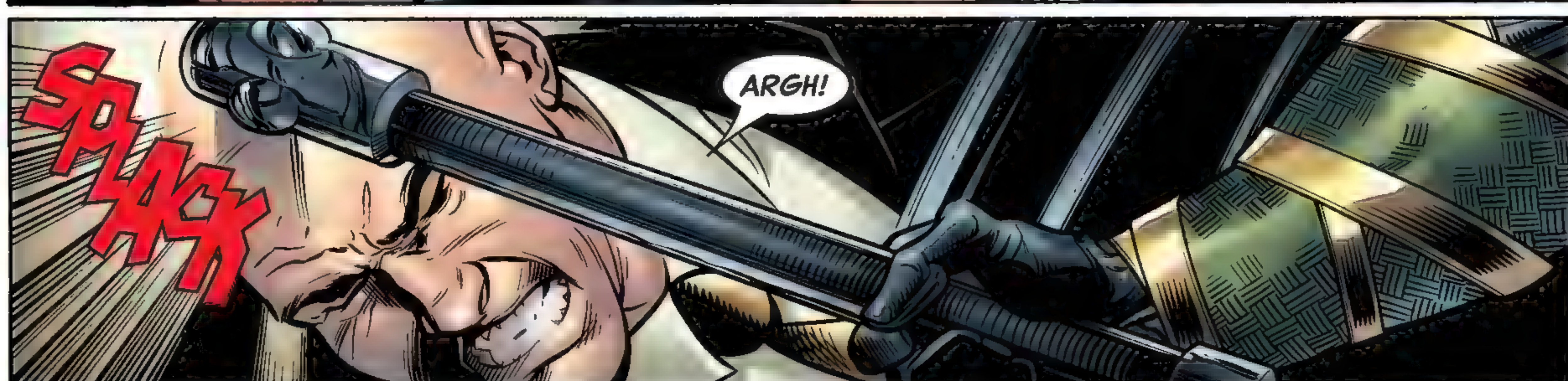
*Nothing!!*

What's the  
killer's name going  
to be??





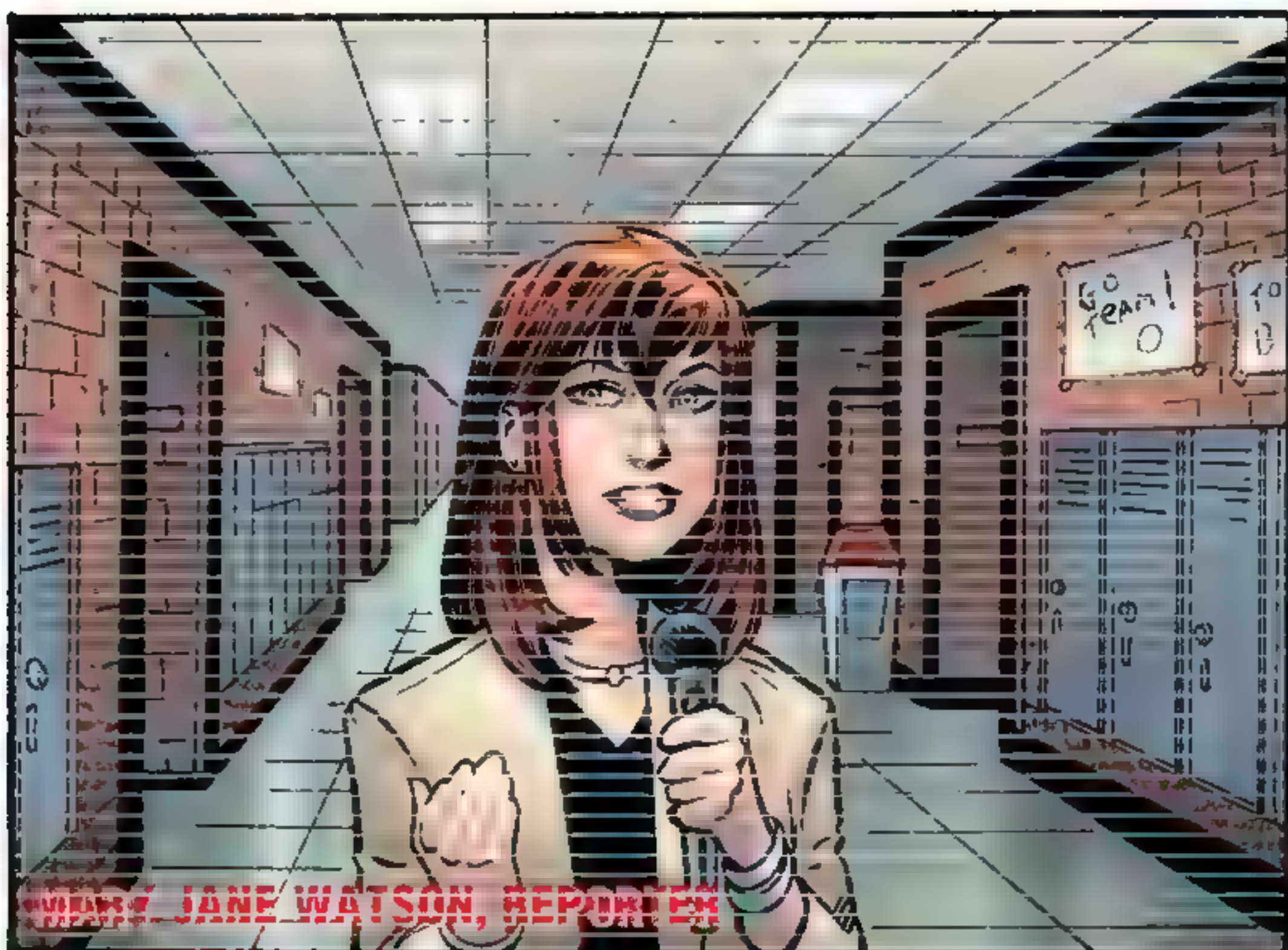








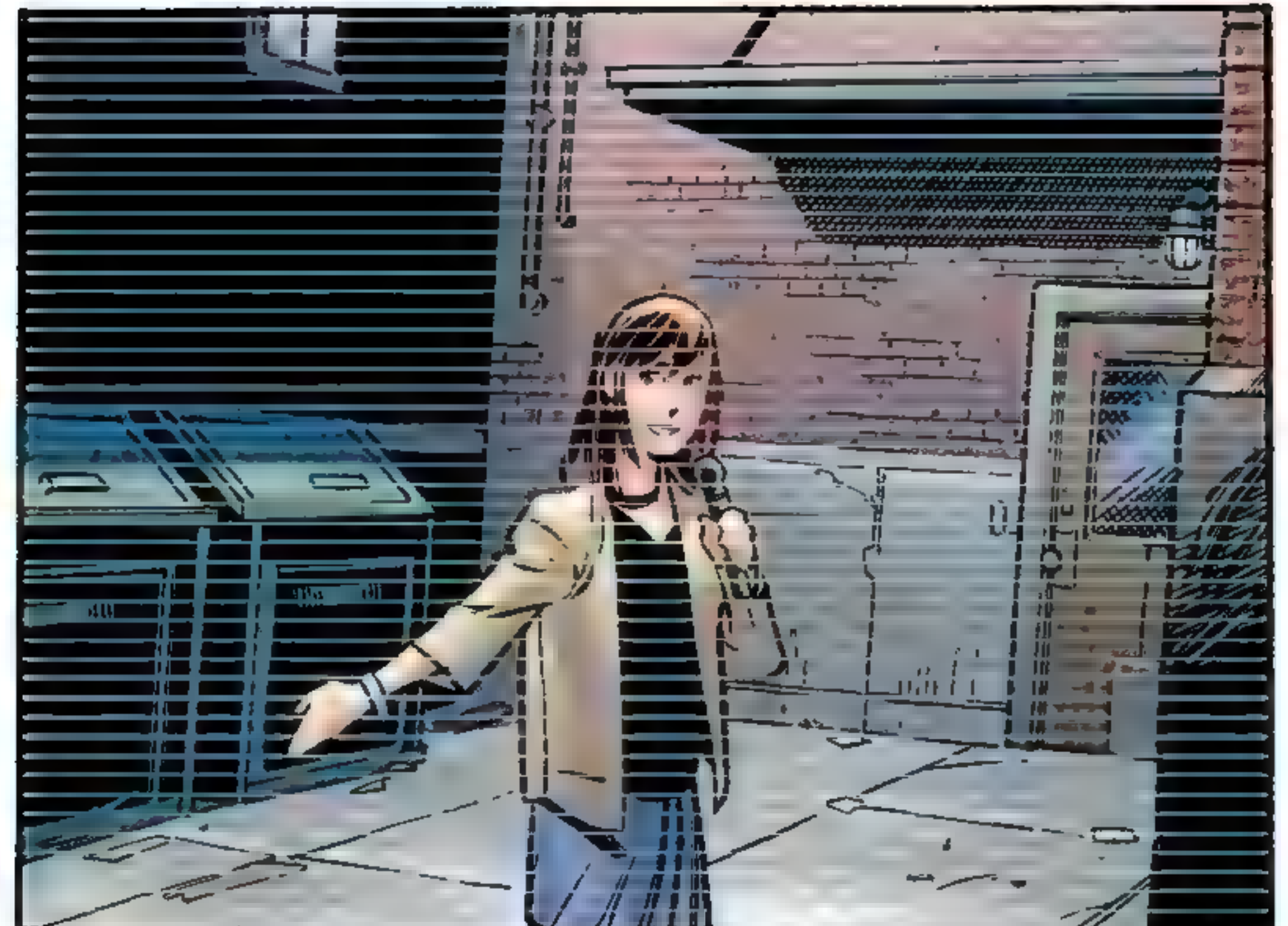




Spider-Man.

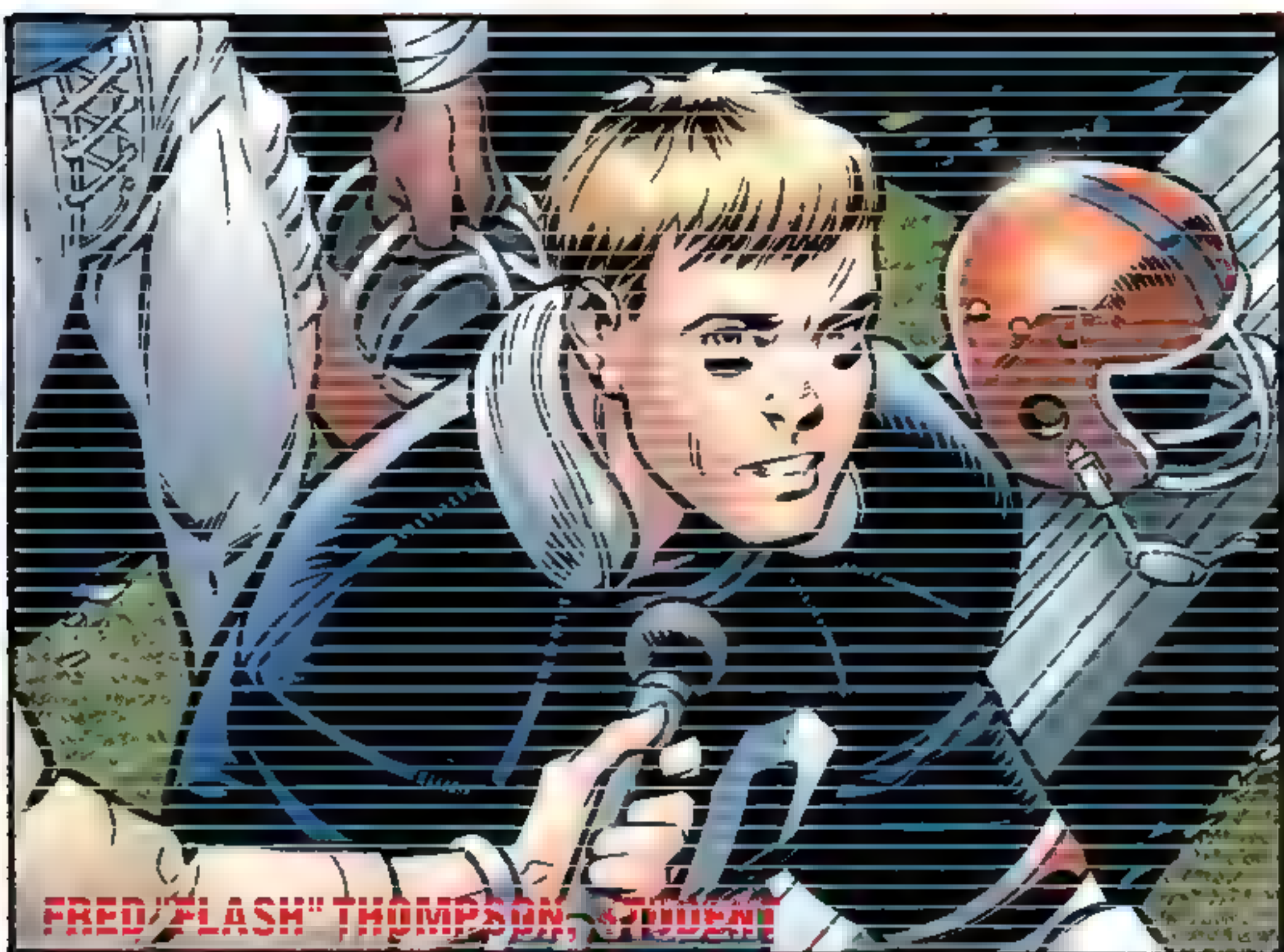
Every day the name echoes through the halls of Midtown High School.

The theory that this controversial costumed figure *may* either go to school here, or is on *faculty*, does not go away.



Just two weeks ago, in this very alley...

Fred Thompson, a sophomore here at Midtown High School, was kidnapped by mystery assailants who mistakenly took him for Spider-Man.



I'm kinda sick of *talking* about it.

I mean, I'm just happy to be alive.

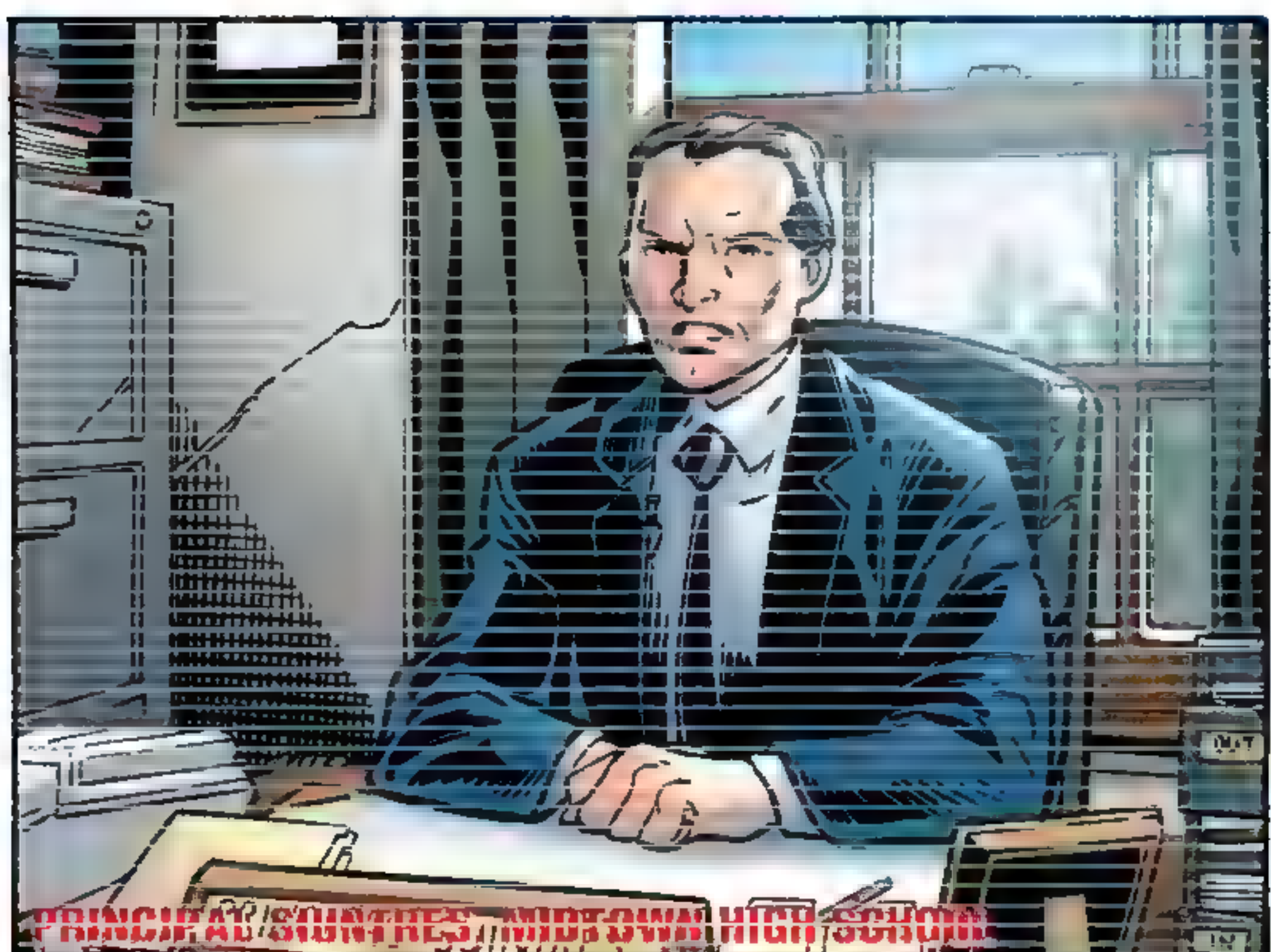
They did this poll thing on the Internet... half the world thinks I'm Spider-Man, anyhow.

I might as well be.



But you still claim that you're not...

Duh. If I *was* Spider-Man, why the hell would I be sitting in school all day?



I asked Principal Siuntres *his* feelings on the growing Spider-Man controversy.

I don't *know* if Spider-Man is one of the students, but we're pretty *sure* that he is not one of the faculty.



We have done a *thorough* investigation of all *faculty* members and school employees...

And *no one* who works *here* matches his physical type.

The problem is- really, it doesn't *matter* if Spider-Man goes here or not, and I'll tell you why...





So far most of the damage to this institution has come from the local and national media who keep **reporting** this story based on nothing but rumors!

They reported it with no facts.



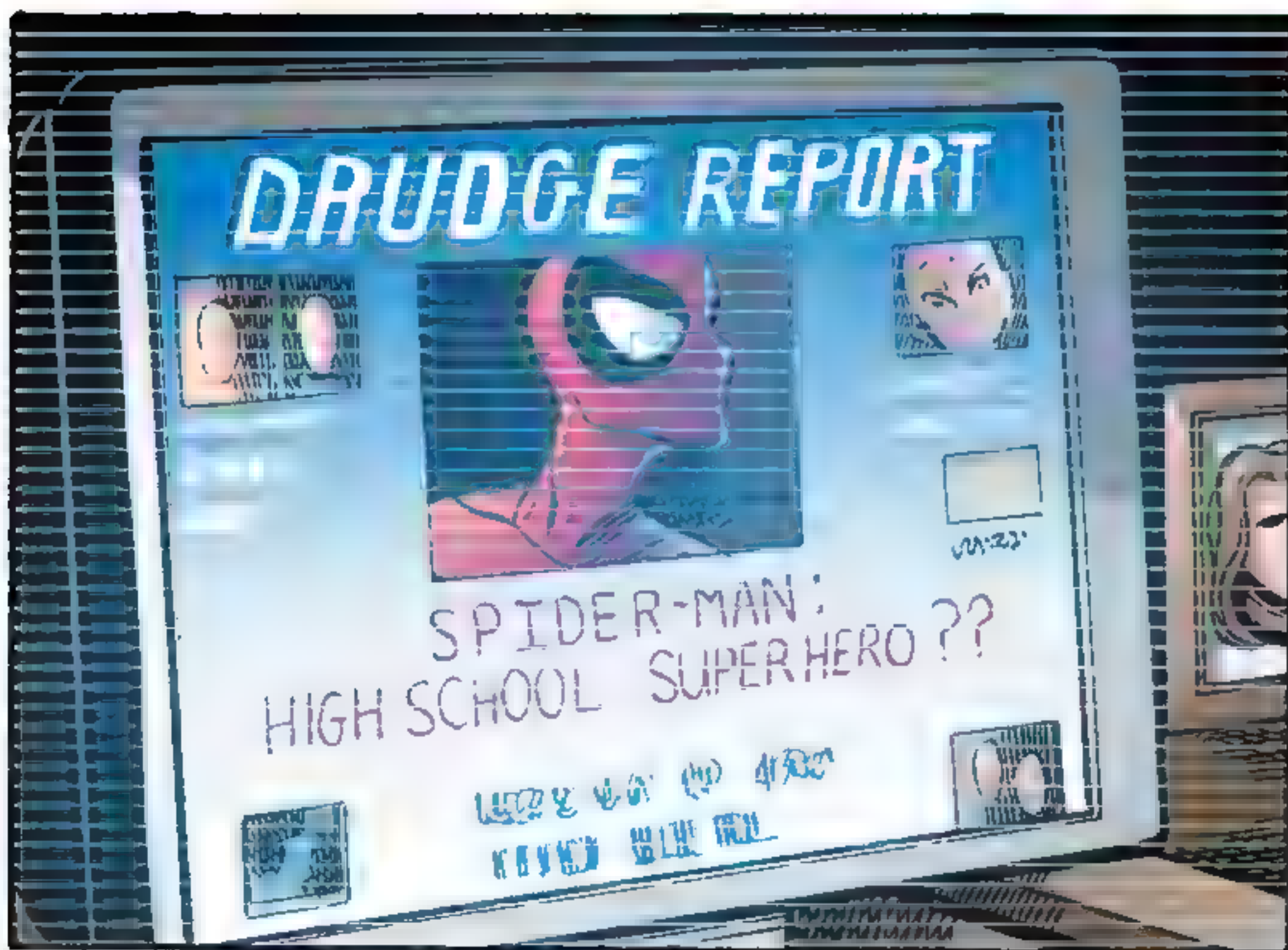
Flash Thompson was abducted by people who **thought** Spider-Man goes to school here.

It doesn't make it a **fact**.

A fact is when we catch him in the hall and **unmask** him.

Right now it's a **rumor**.

But there they are- they camp out in our parking lot, they distract and harass our students...



And they'll keep **doing** it until someone gets **hurt!!**

And **then** they'll report **that** and pretend like they didn't have anything to **do** with it.



I worry about the students and families of this school **every day** and we take this Spider-Man situation very seriously.

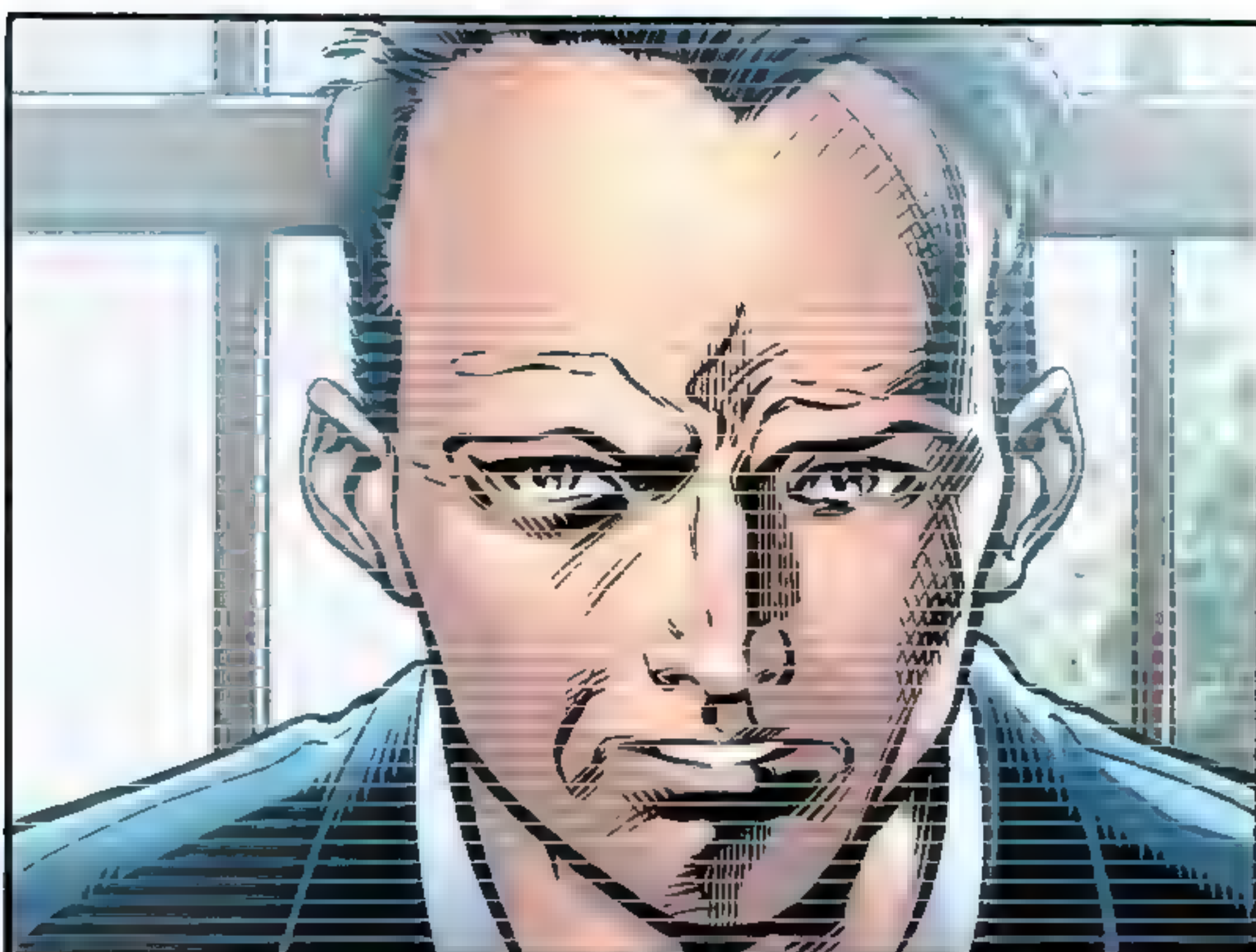
It cost my predecessor his job.

But the truth is, I'd be proud to know Spider-Man went to school here.

He once saved my mother from an out-of-control bus.

Is that **true?**

Yes, it is.



So if Spider-Man **does** go to this school and he is **watching** this...

...keep doing what you're doing.

The world desperately needs good people. And I'd be proud to hear that our school helped produce someone like you.

But I can't have chaos in my halls and I can't have children put in harm's way.

Keep it off school grounds.



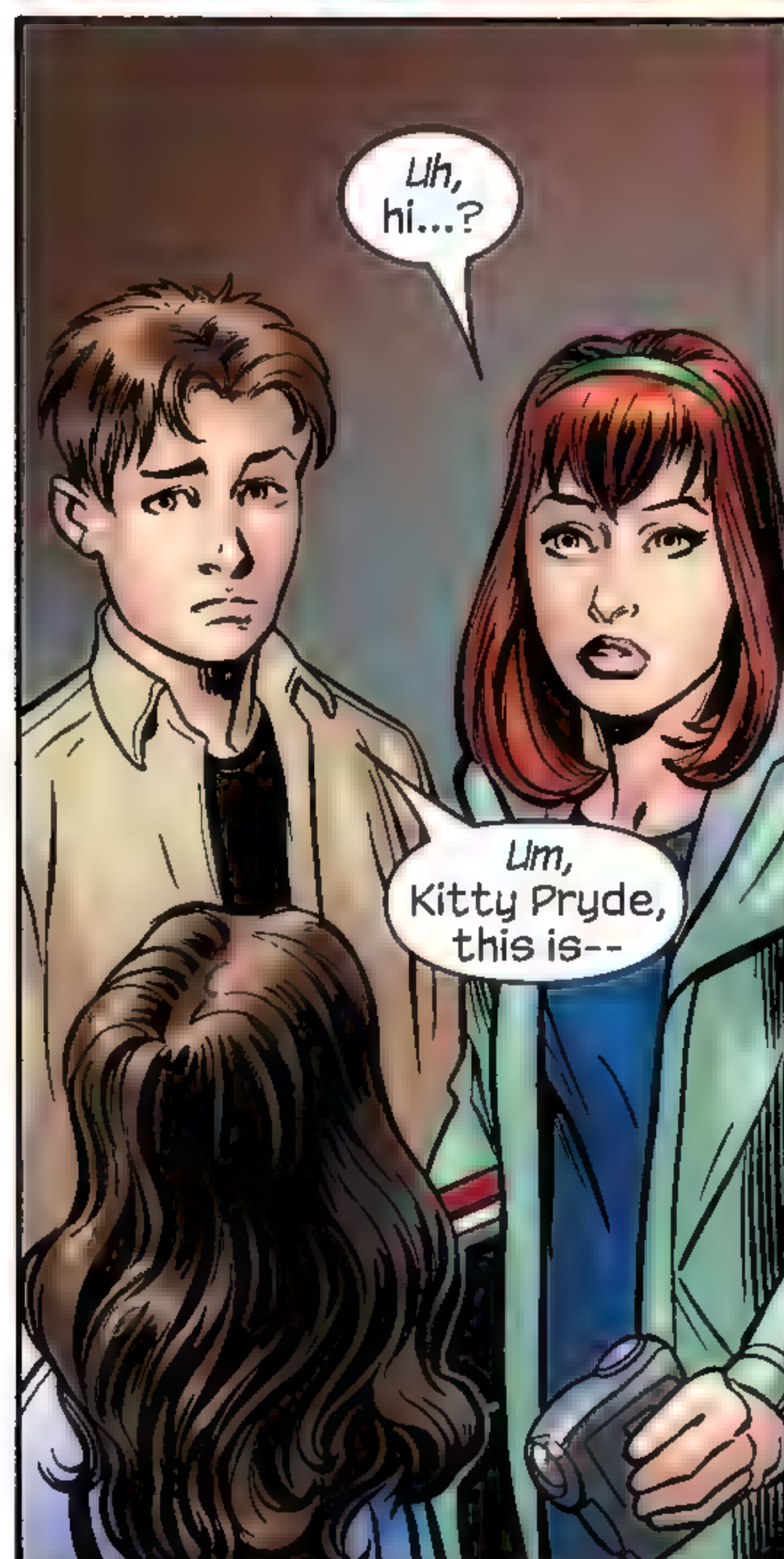
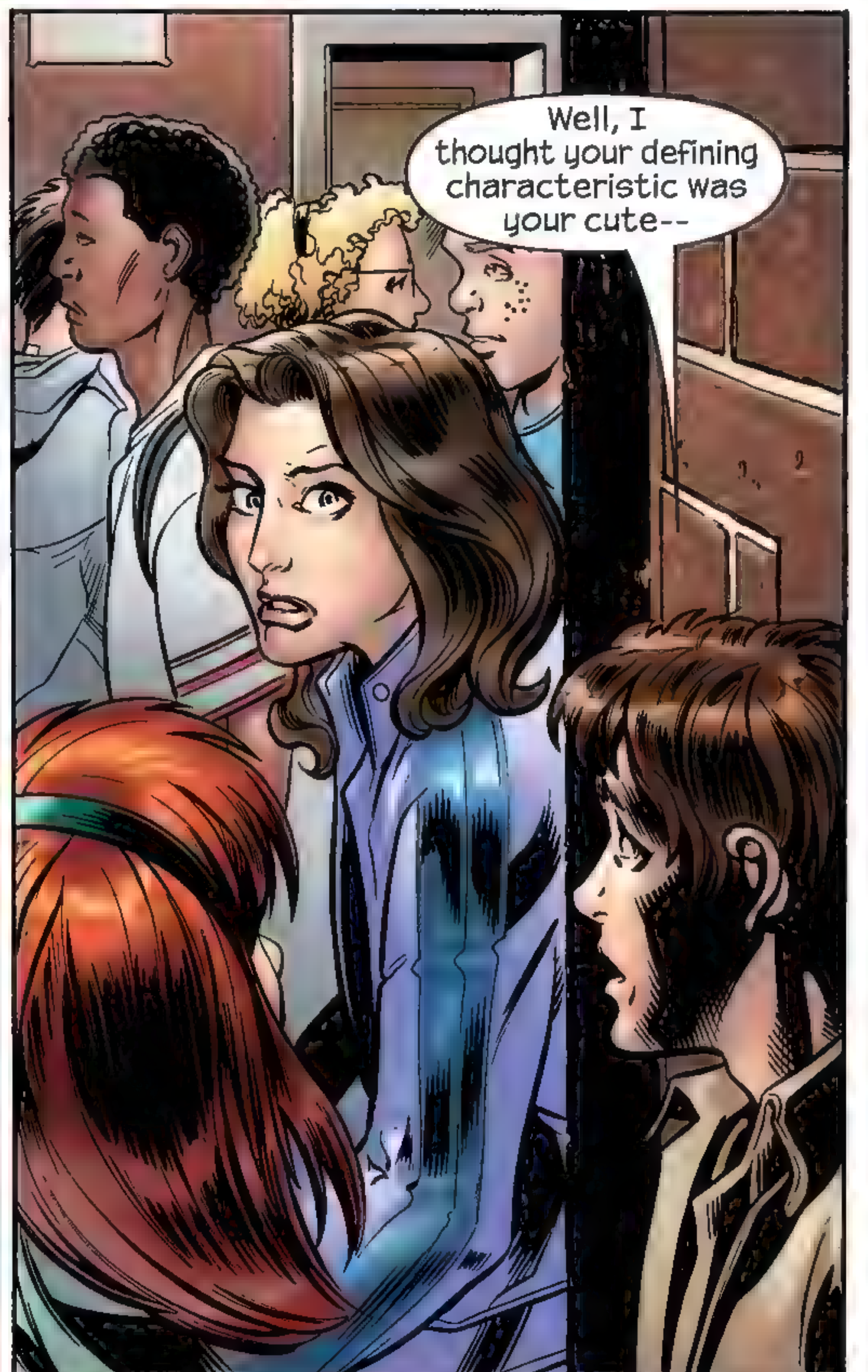
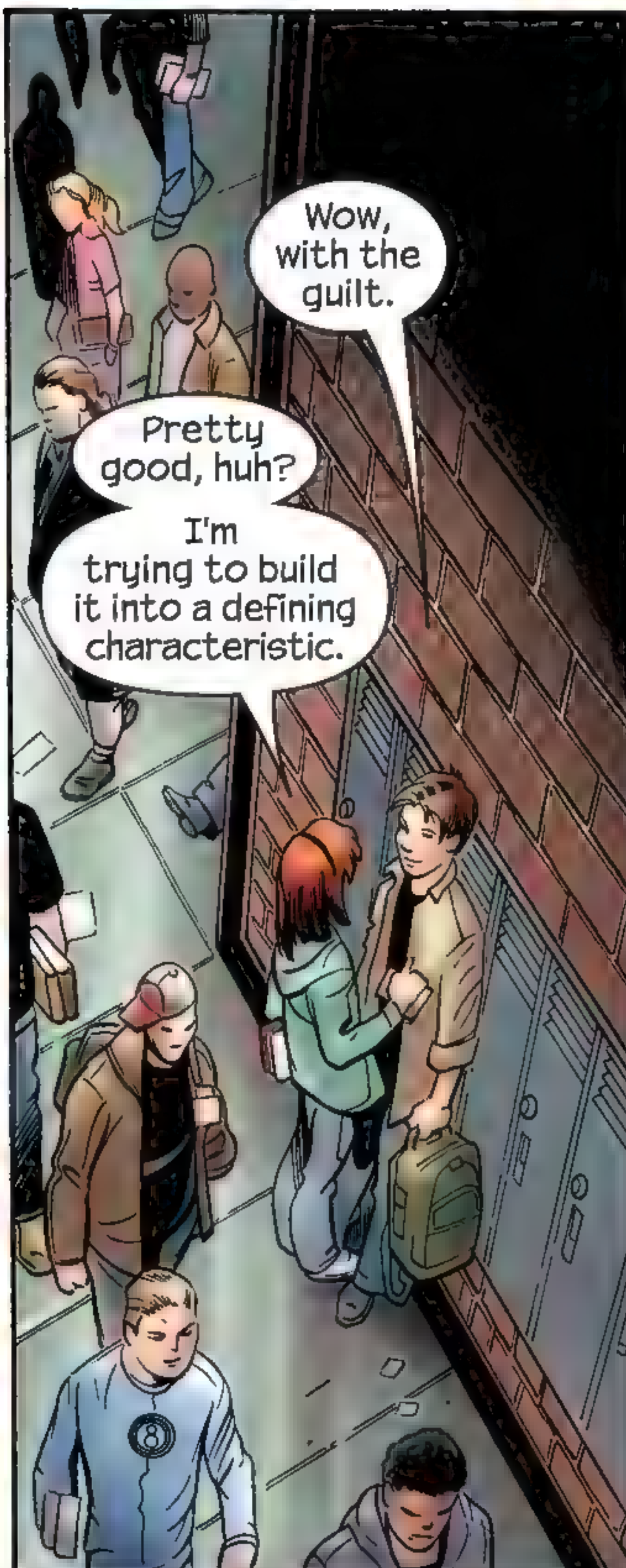
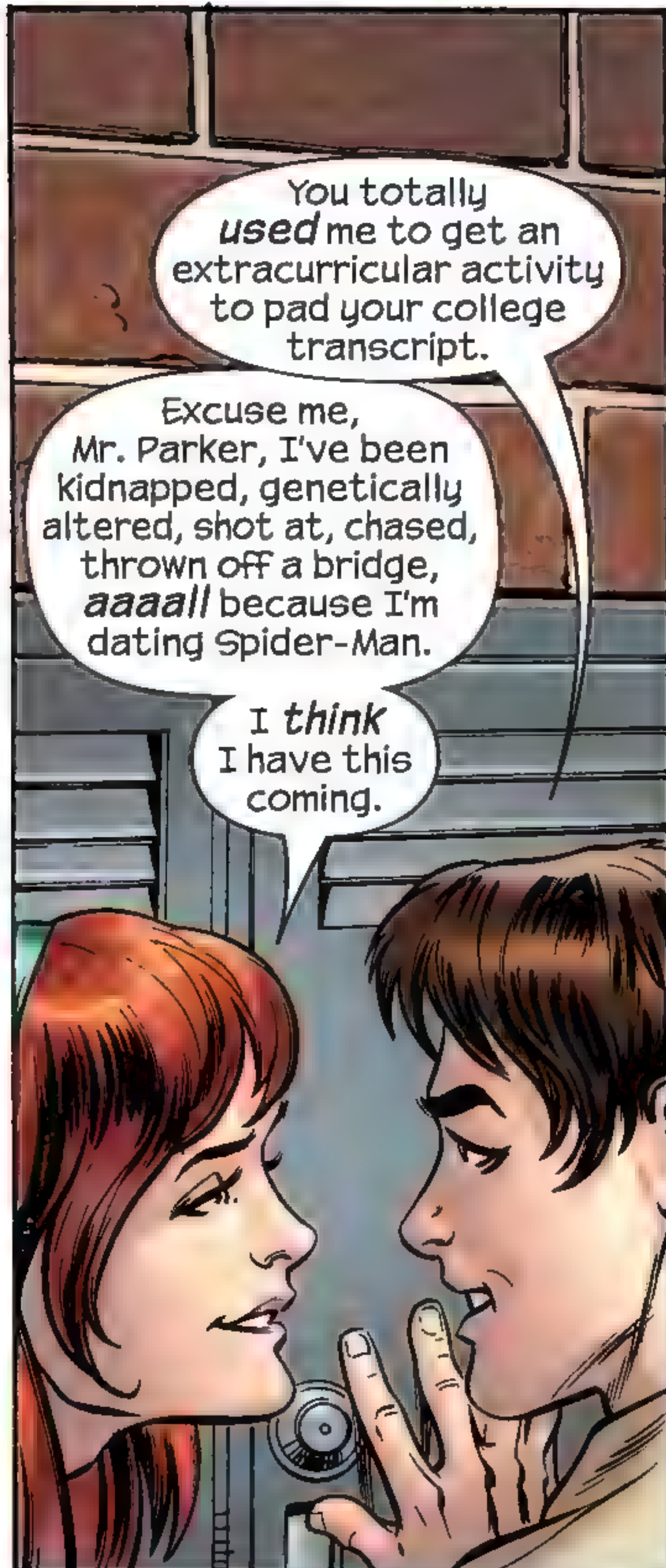
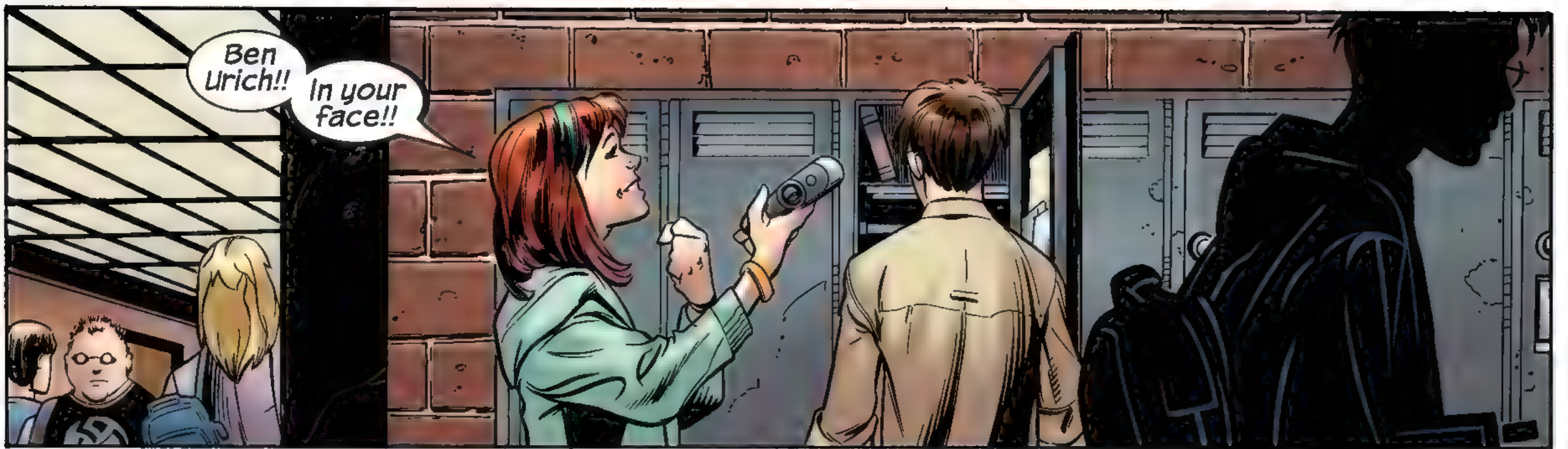
For the Midtown High School News Channel Project...

This is Mary Jane Watson reporting.

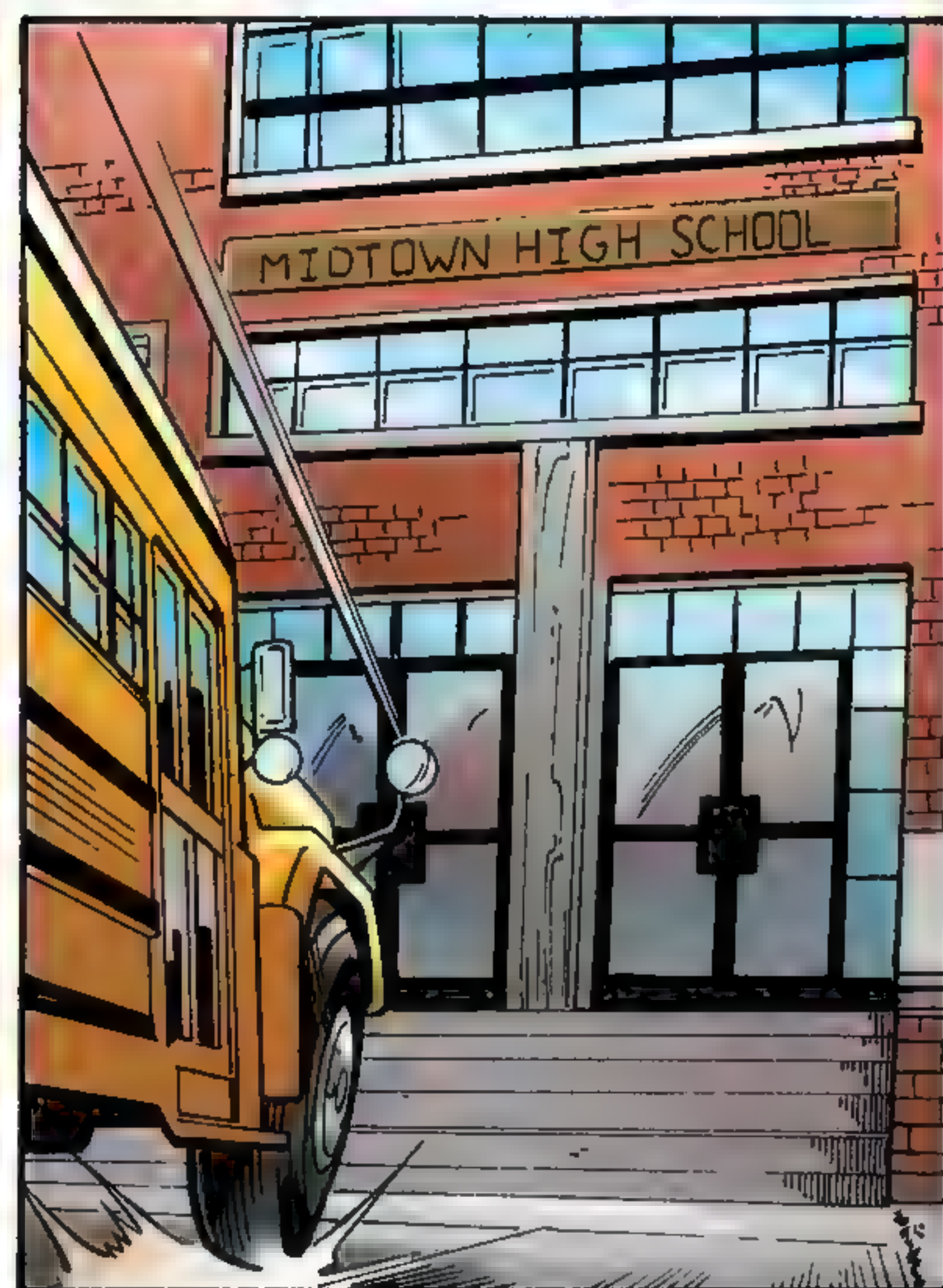
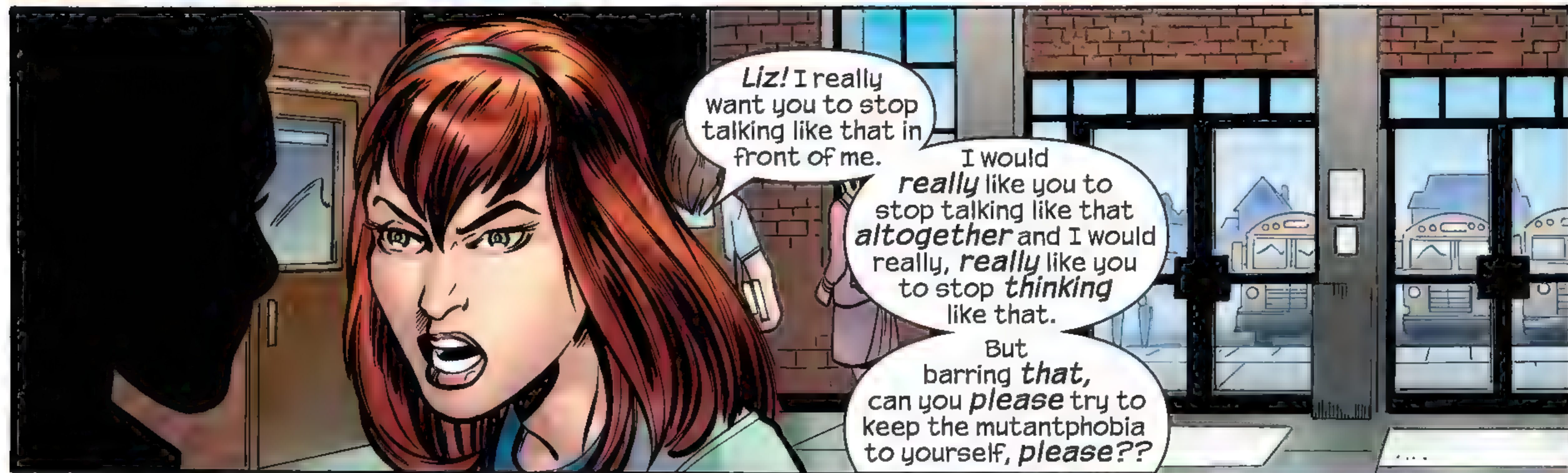
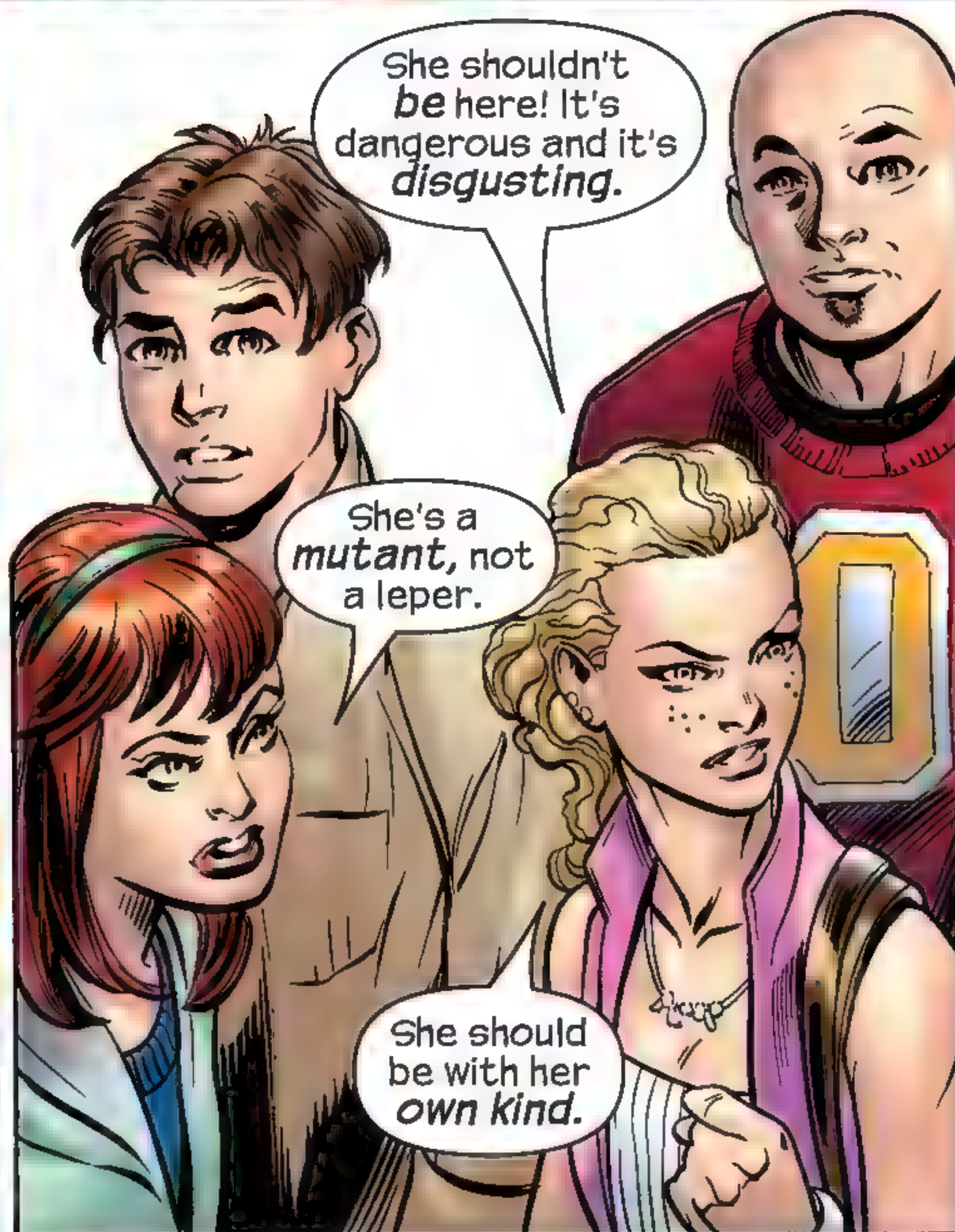
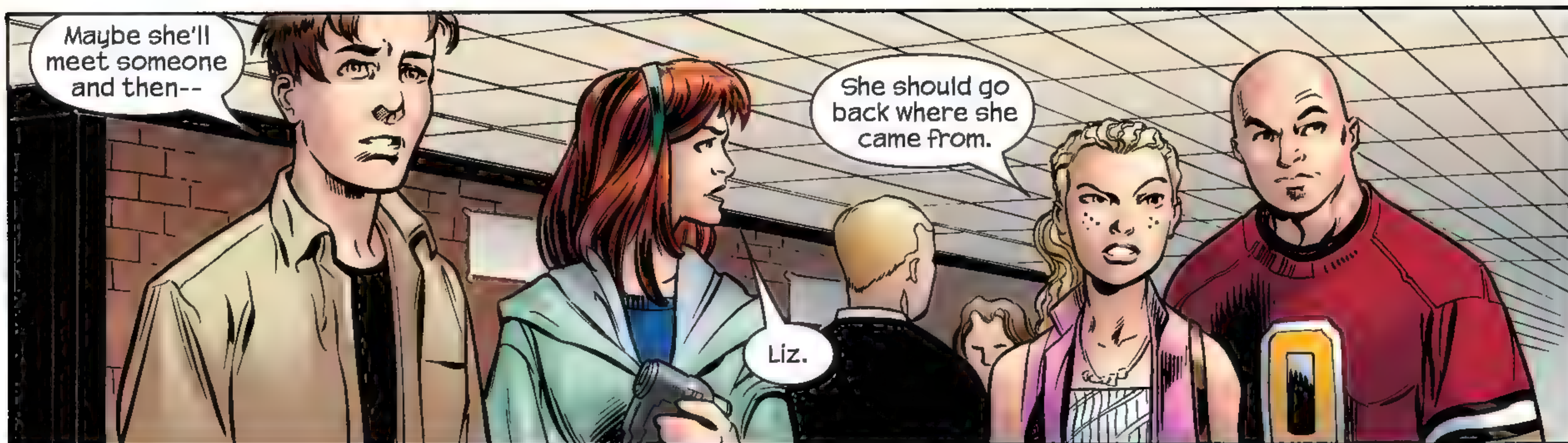




















**BAM**

**BAM**

**BAM**

**SPIDER-MAN!!??**

I'D LIKE A WORD!!



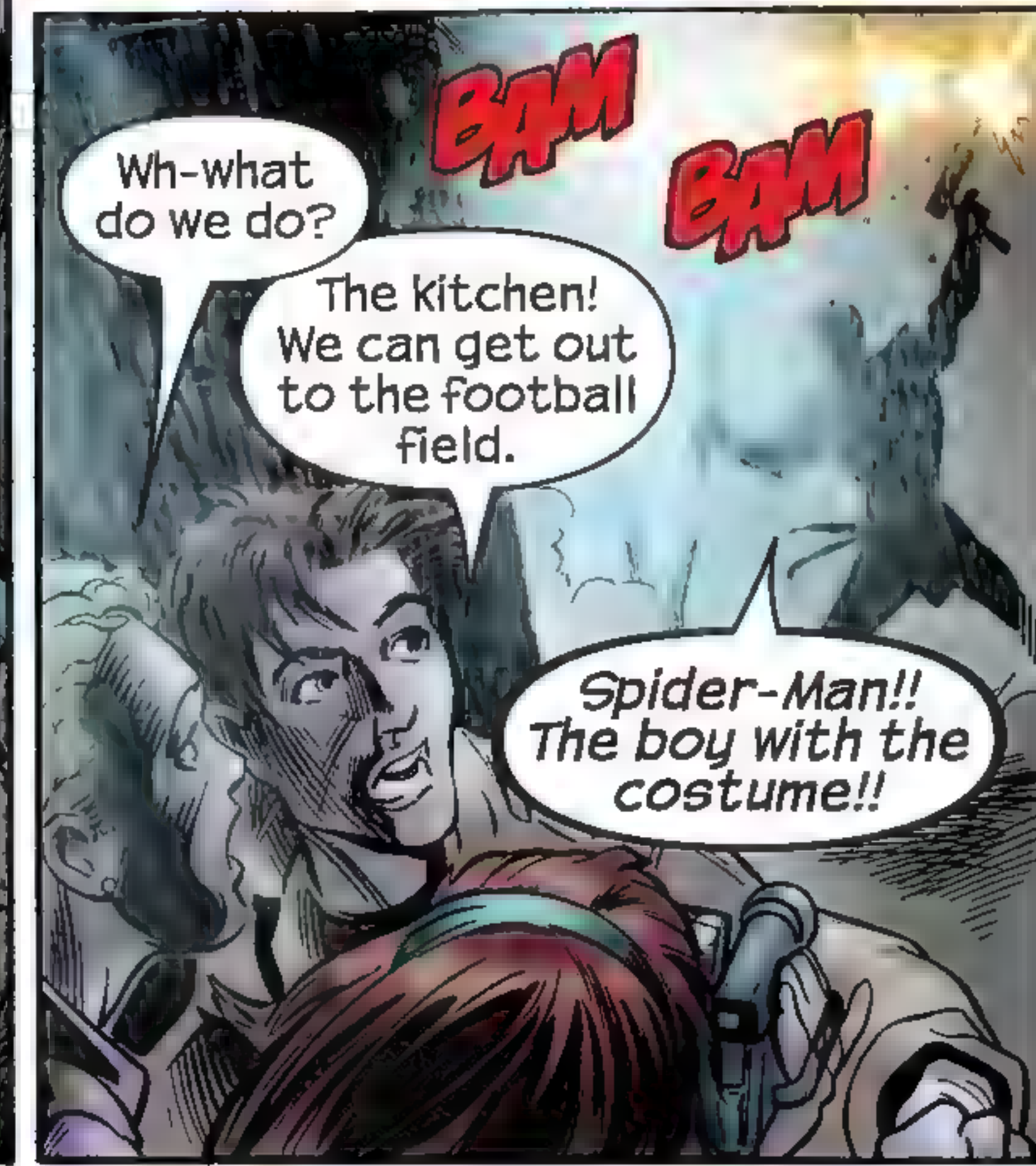
Who is that supposed to be??

I have no idea!!



Please... please!!!

You're going too far!! This is too much!!



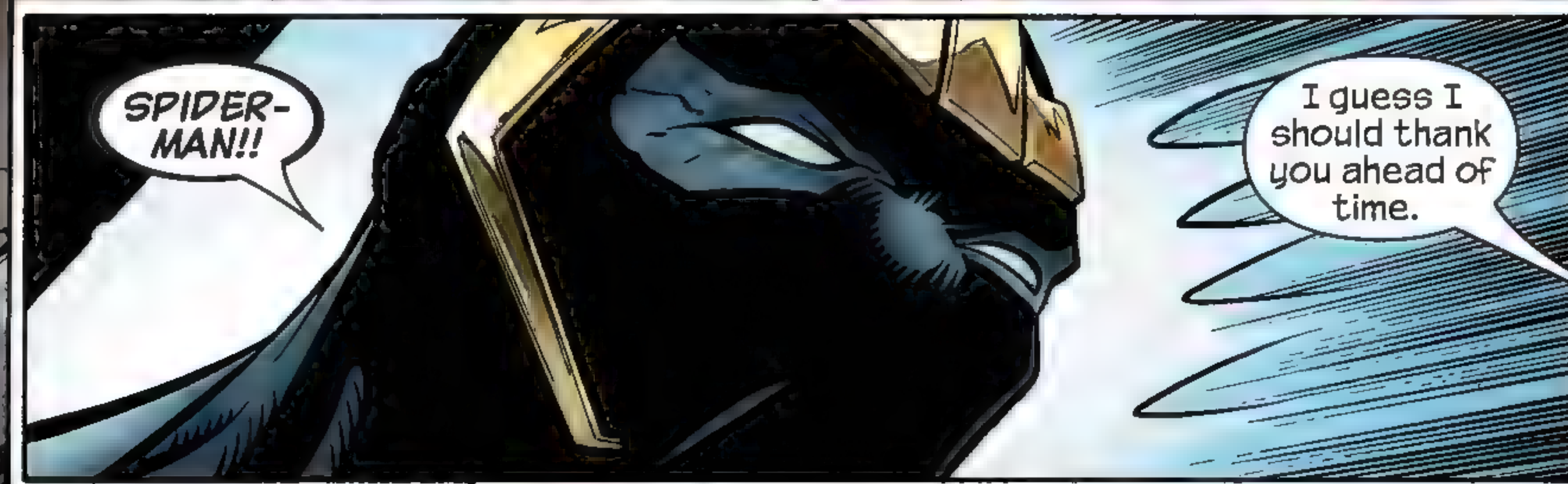
**BAM**

**BAM**

Wh-what do we do?

The kitchen! We can get out to the football field.

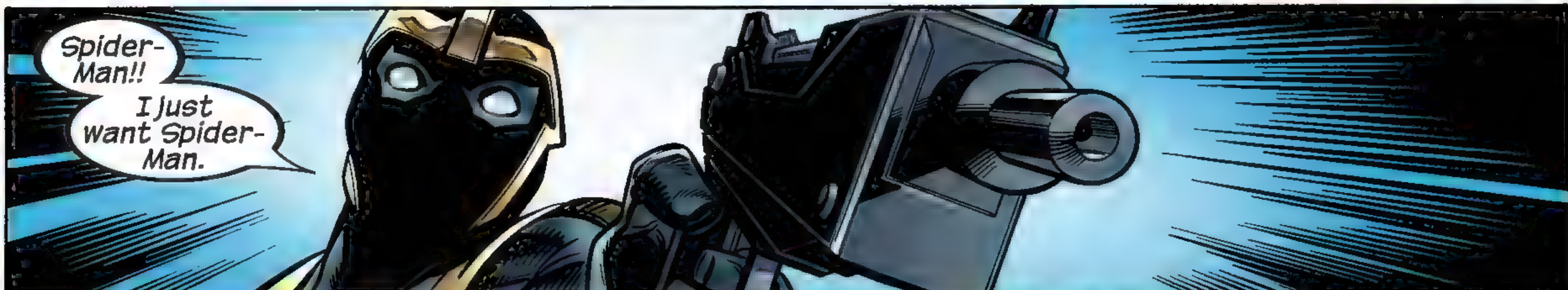
Spider-Man!! The boy with the costume!!



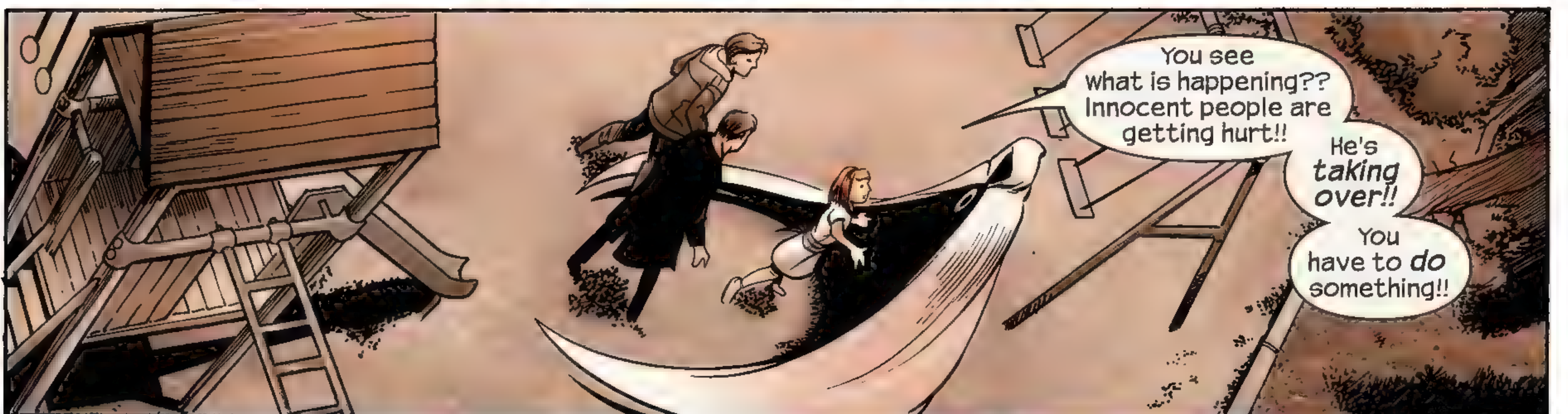
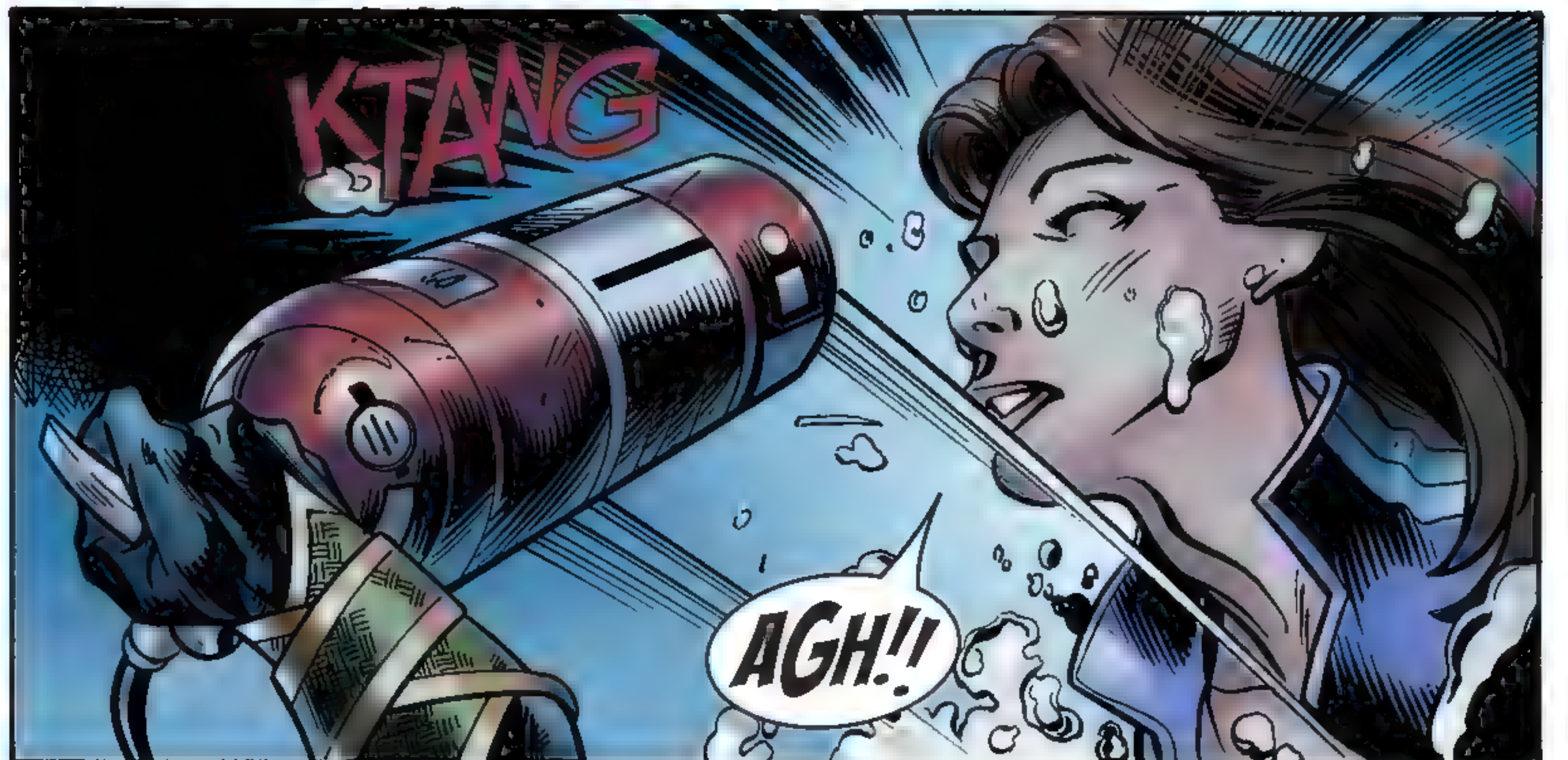
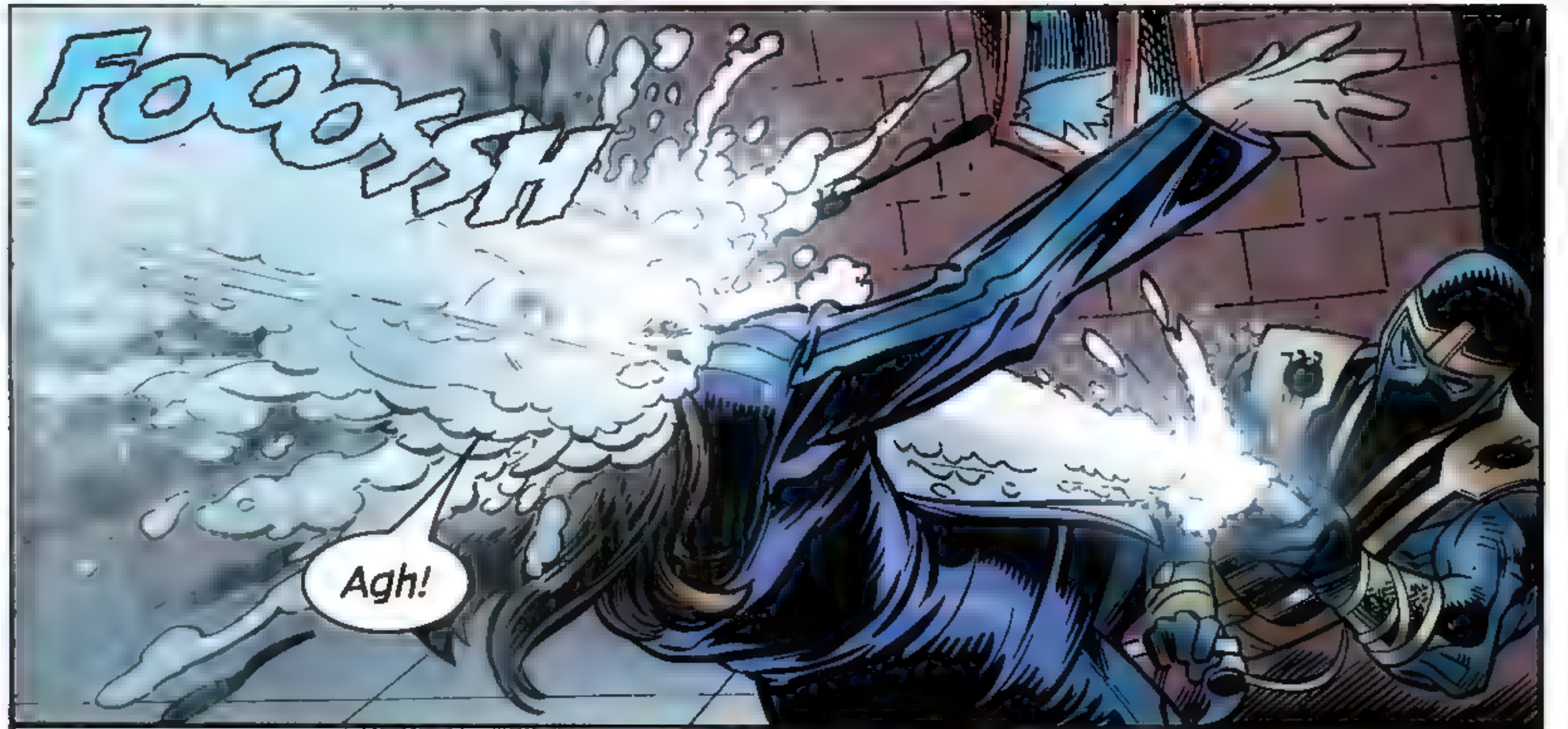
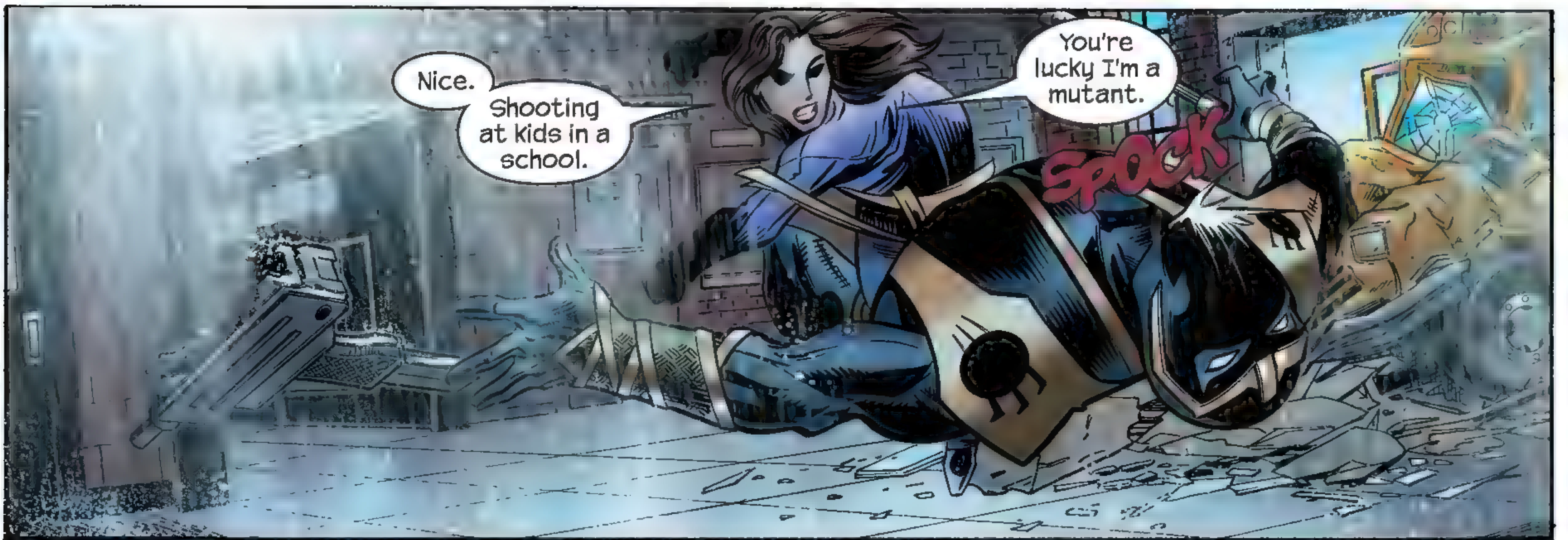
SPIDER-MAN!!

I guess I should thank you ahead of time.

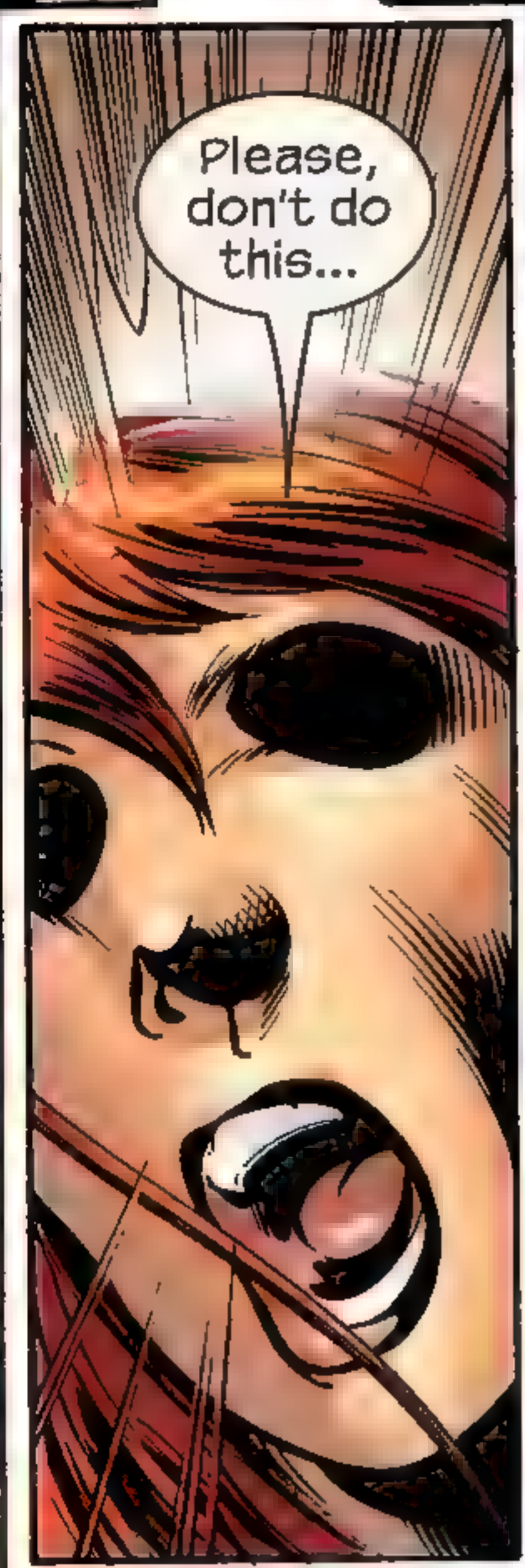
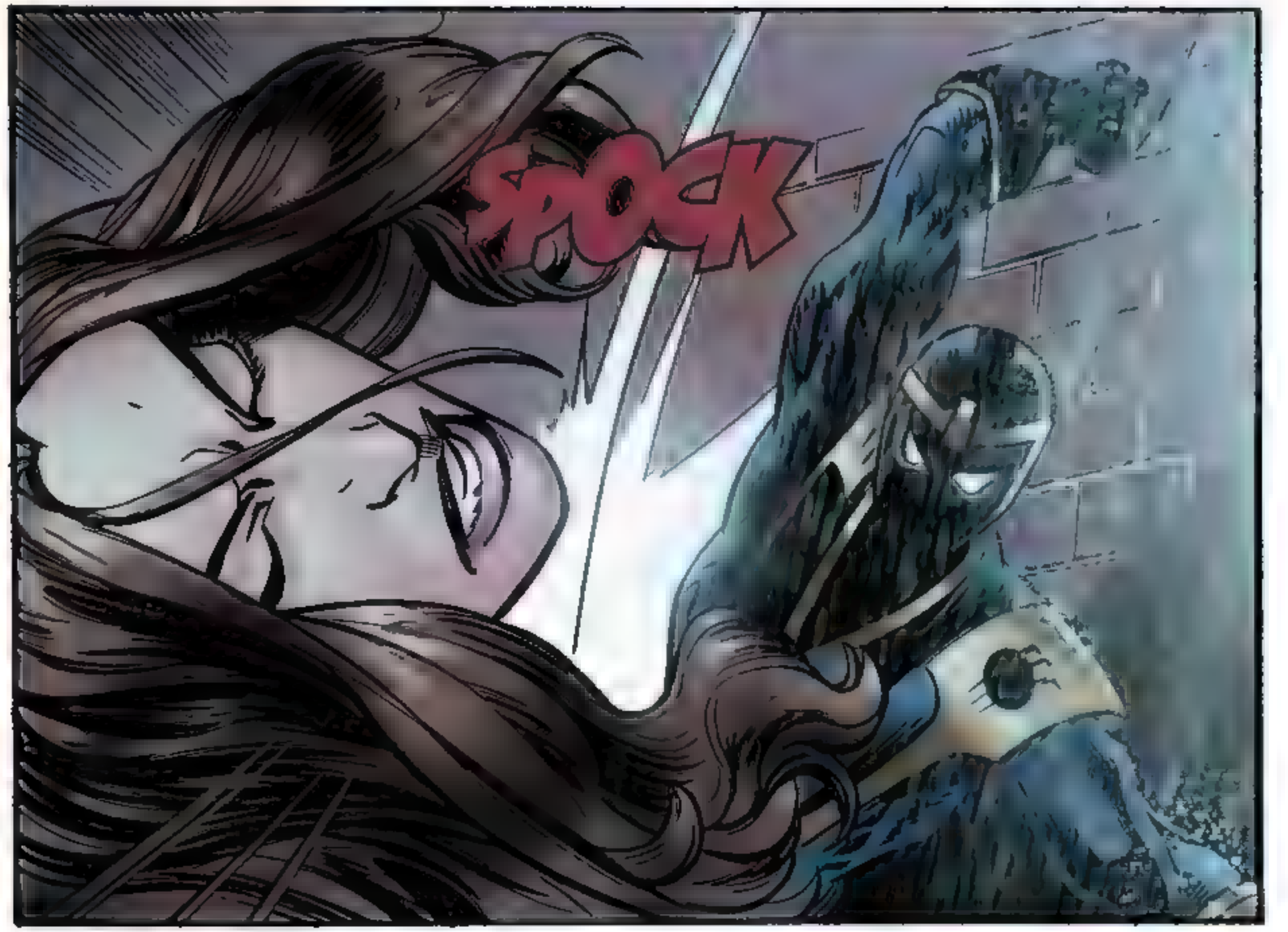
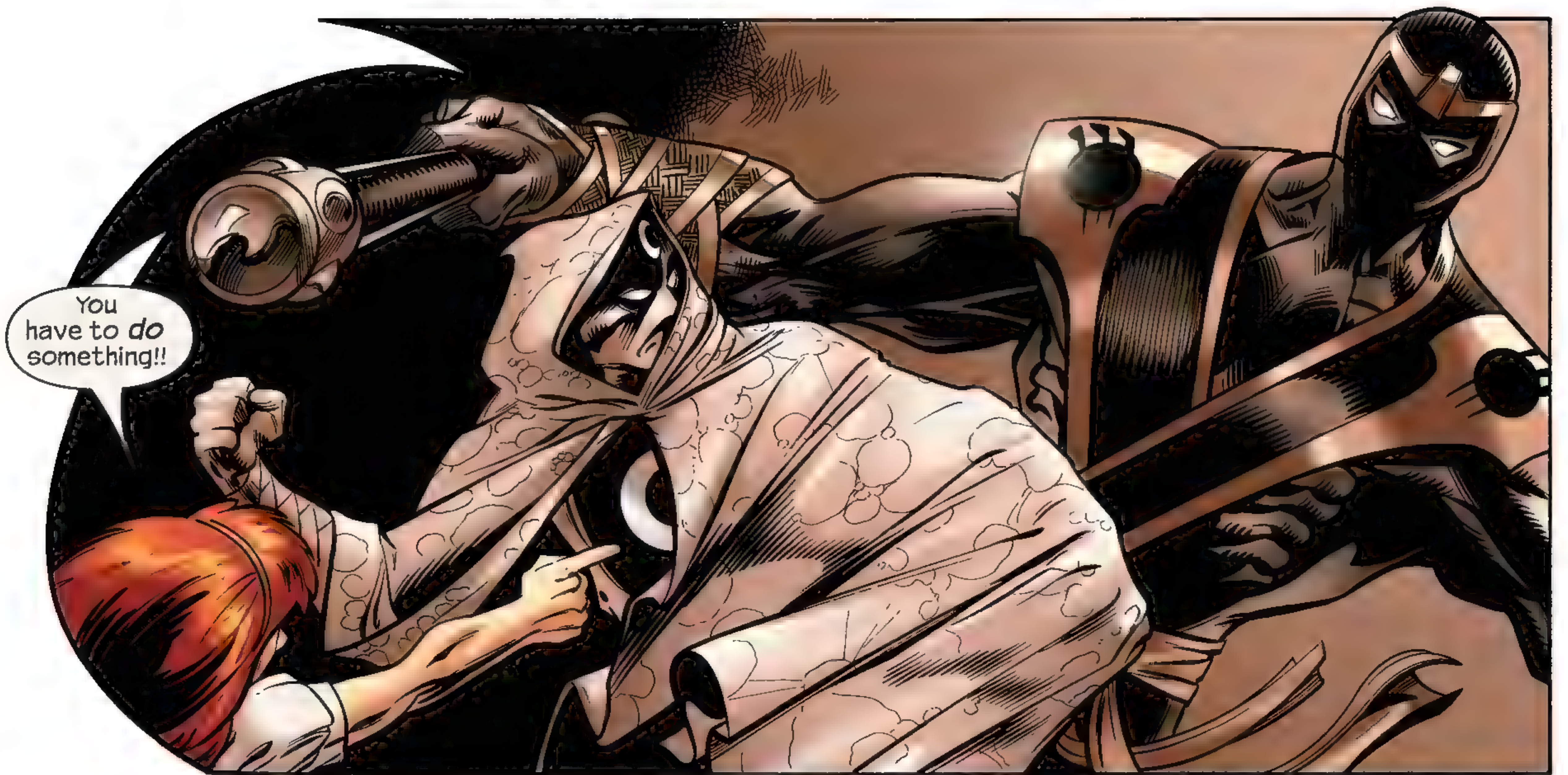




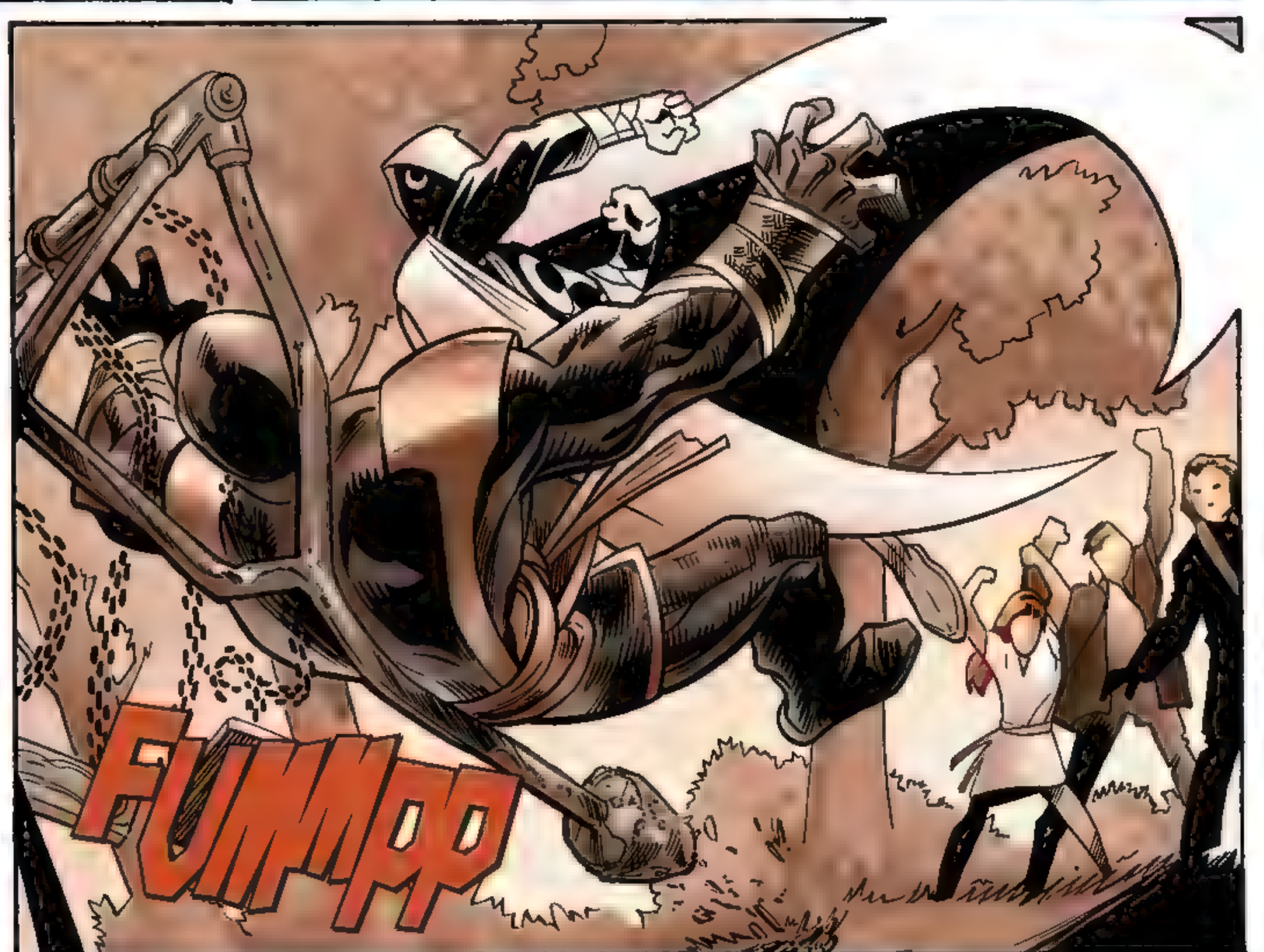
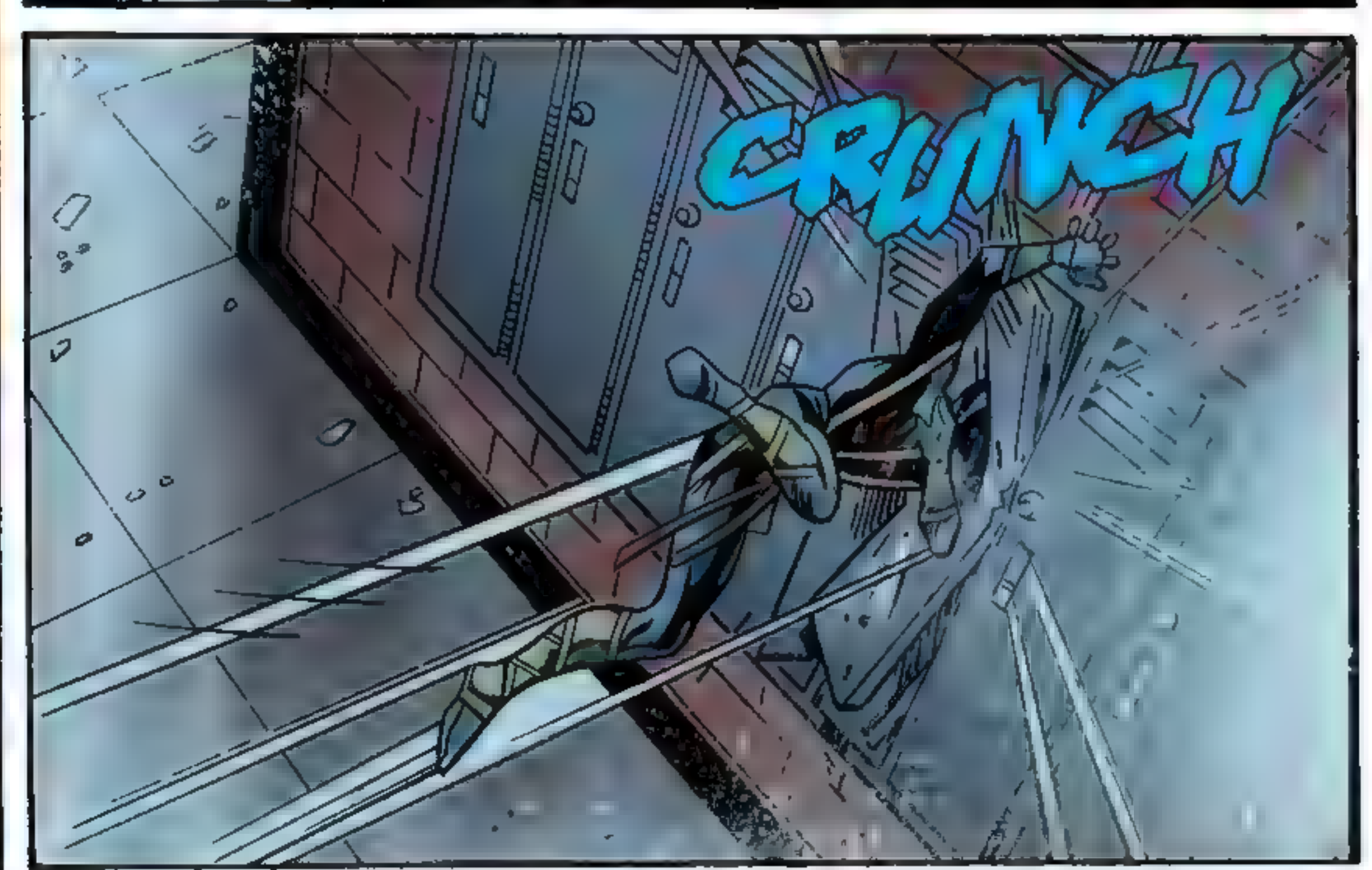
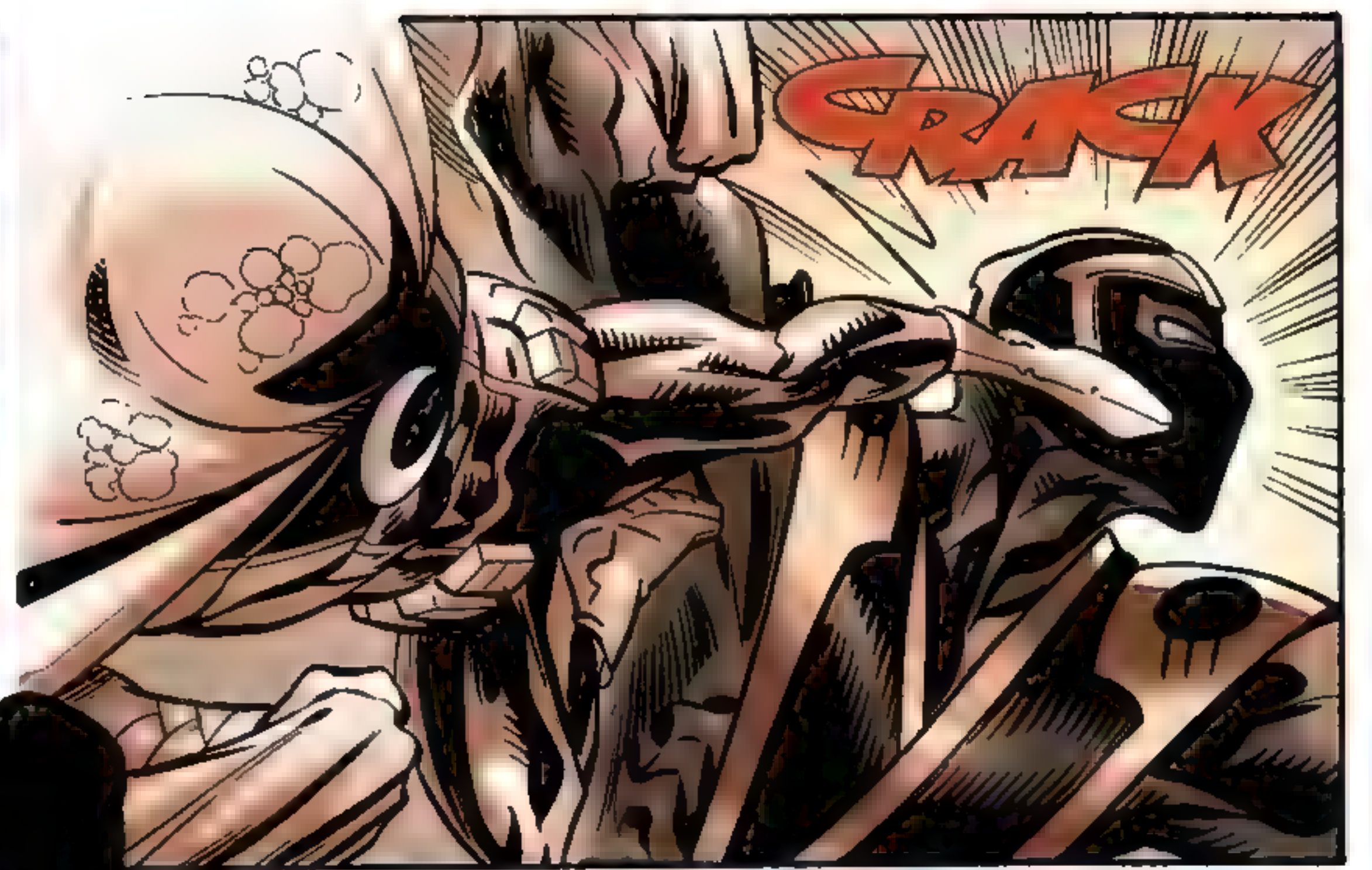




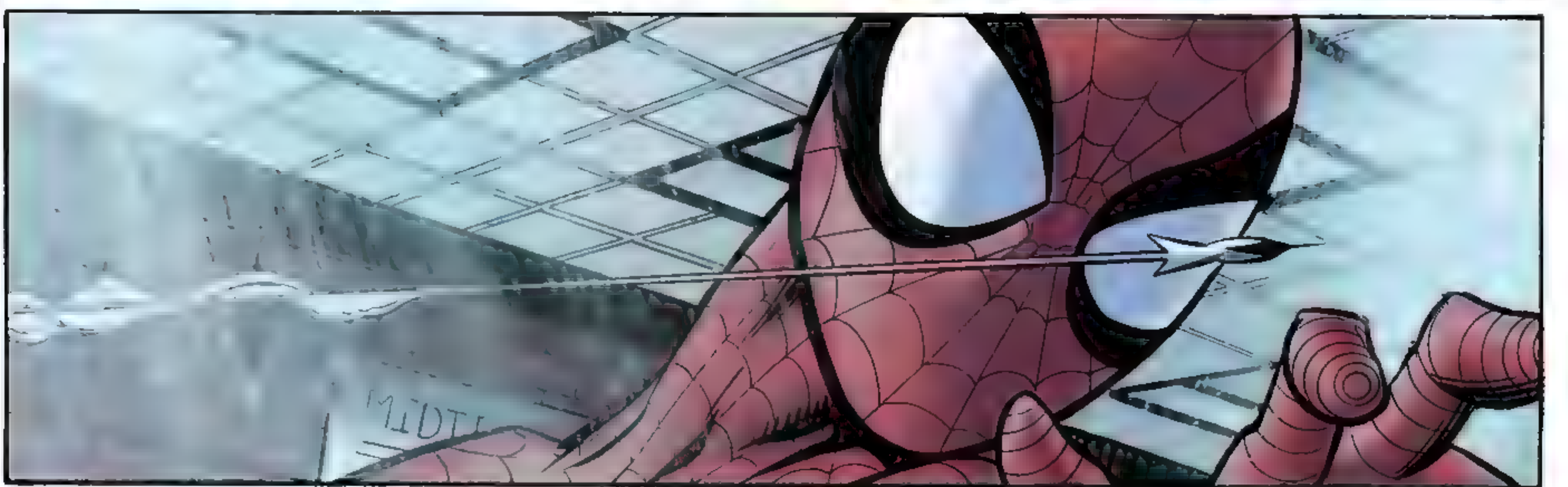
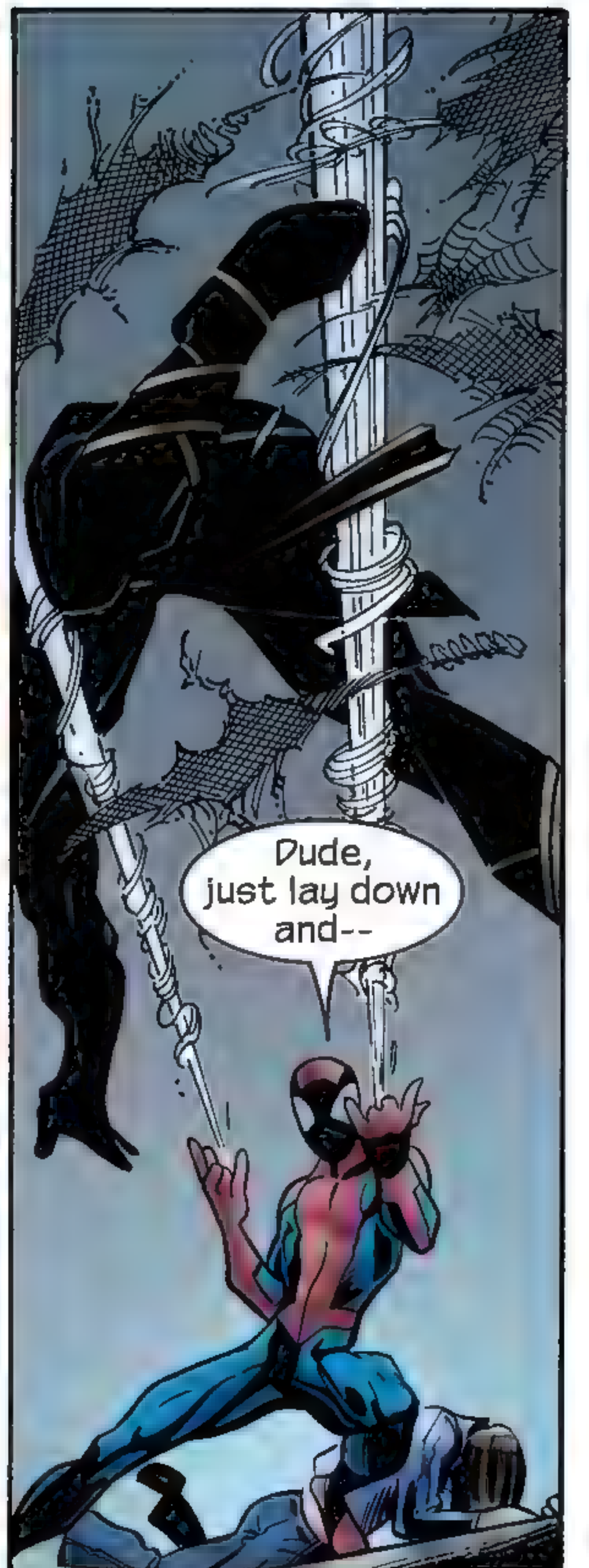
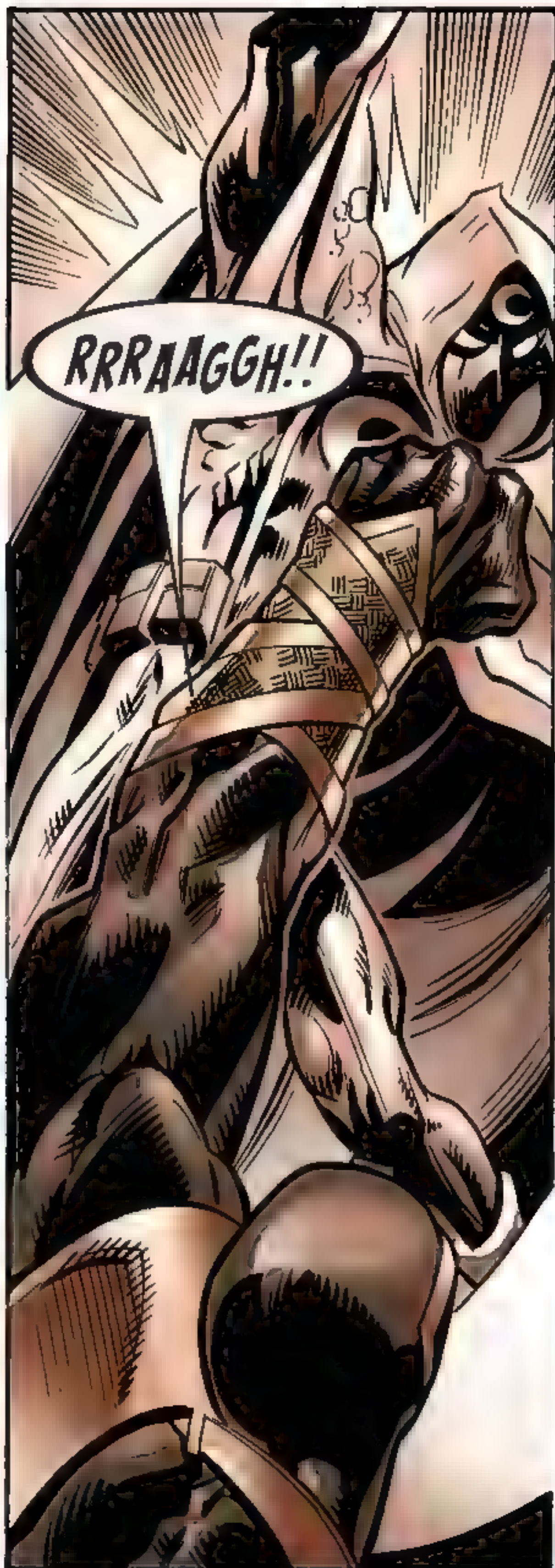
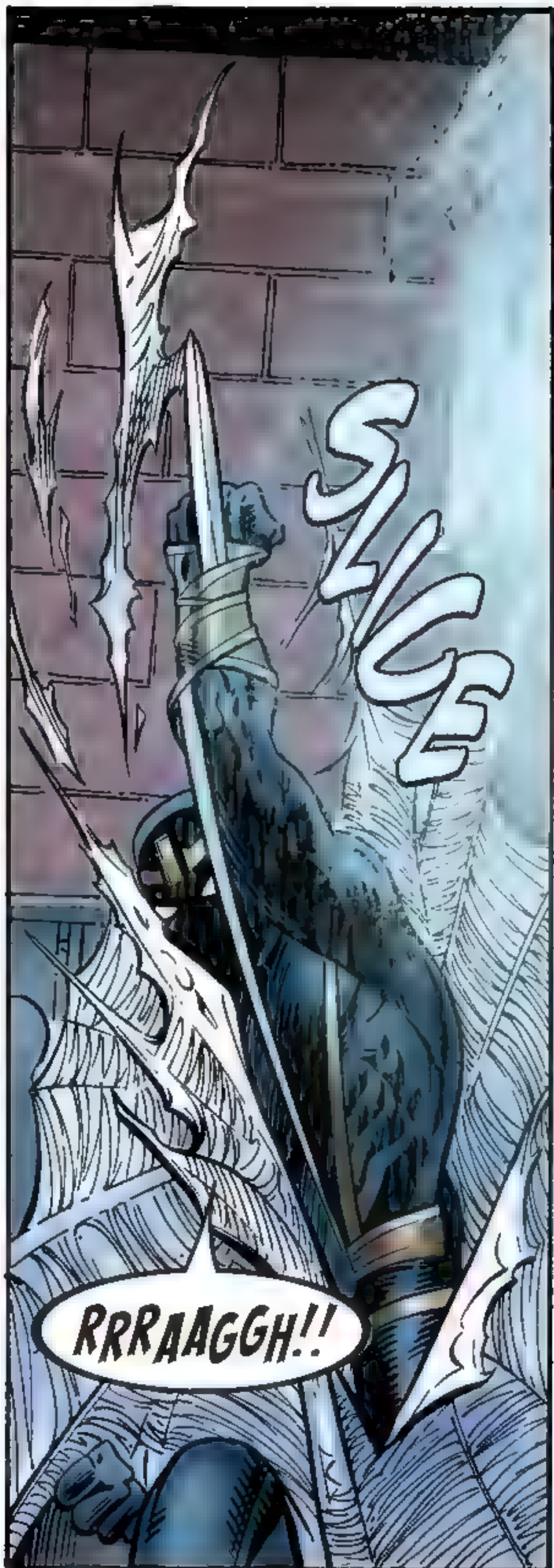




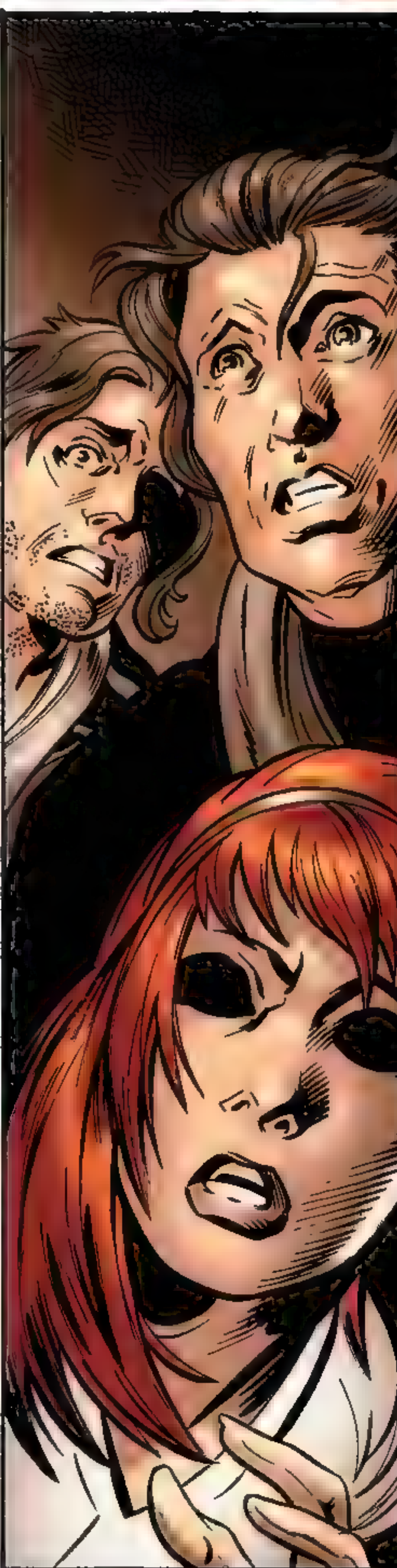
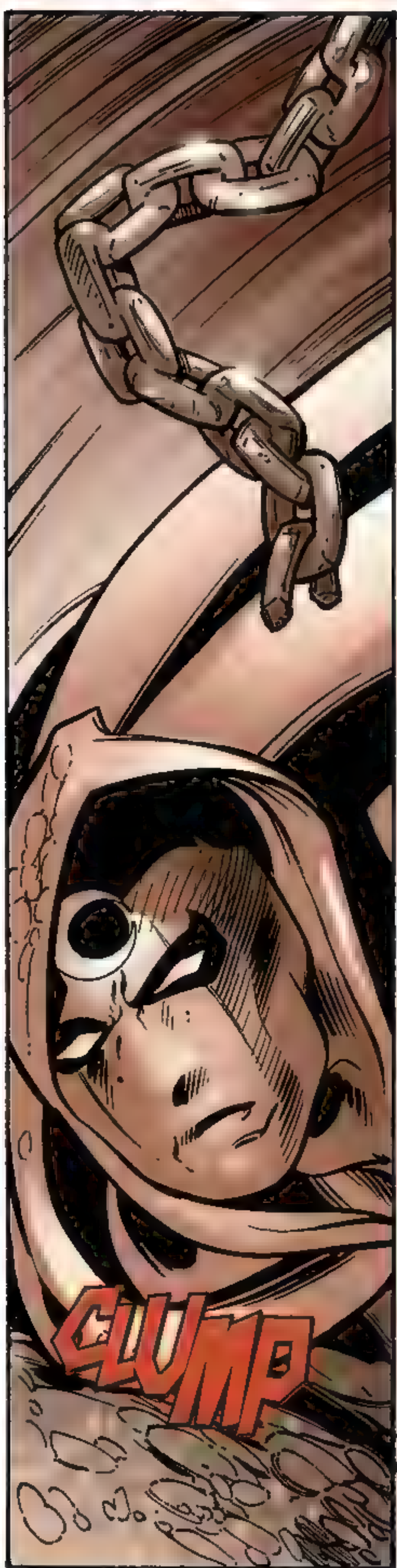
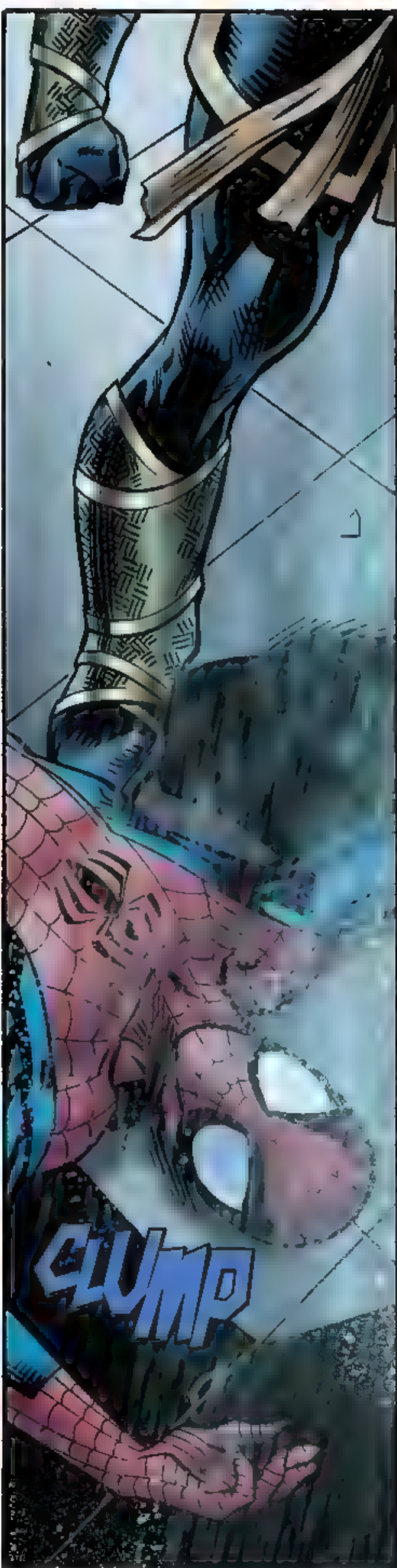
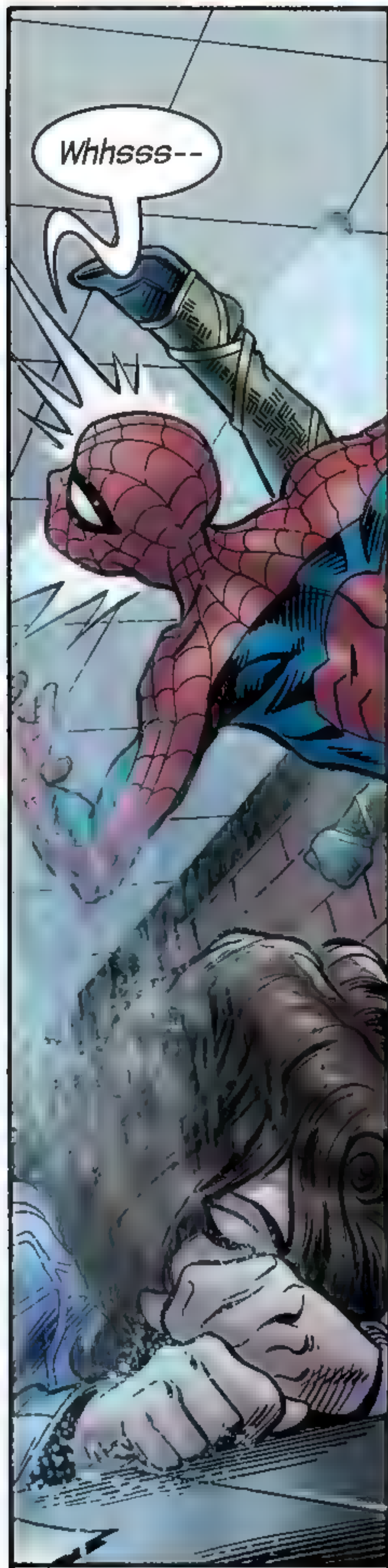
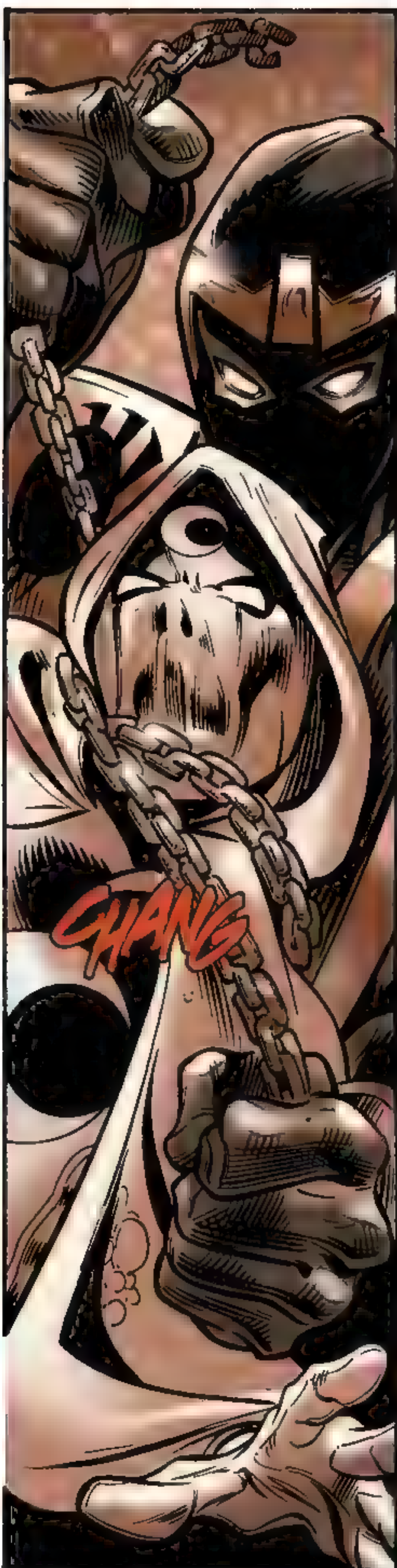
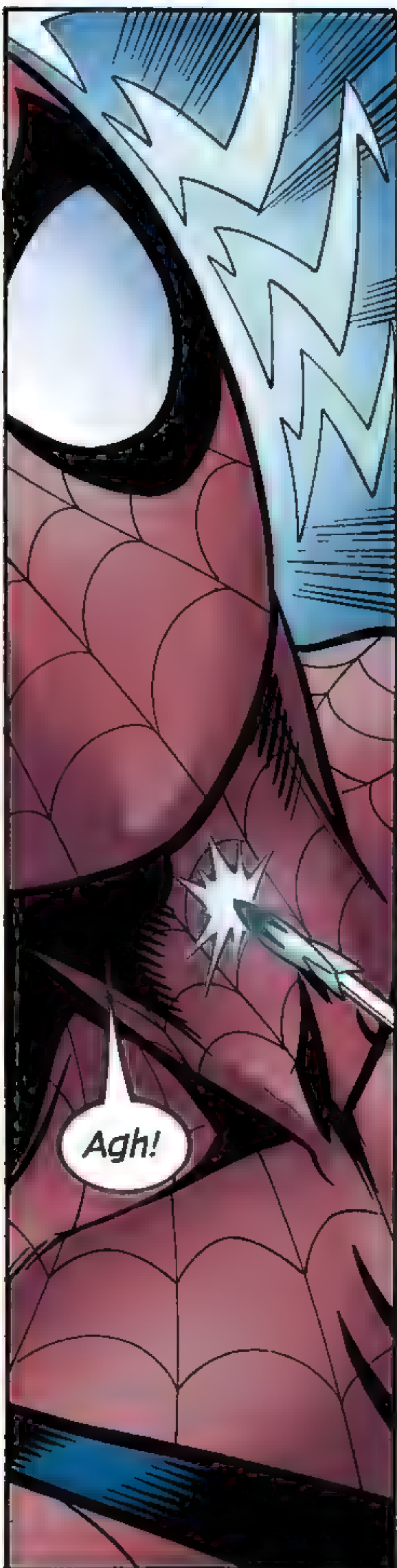
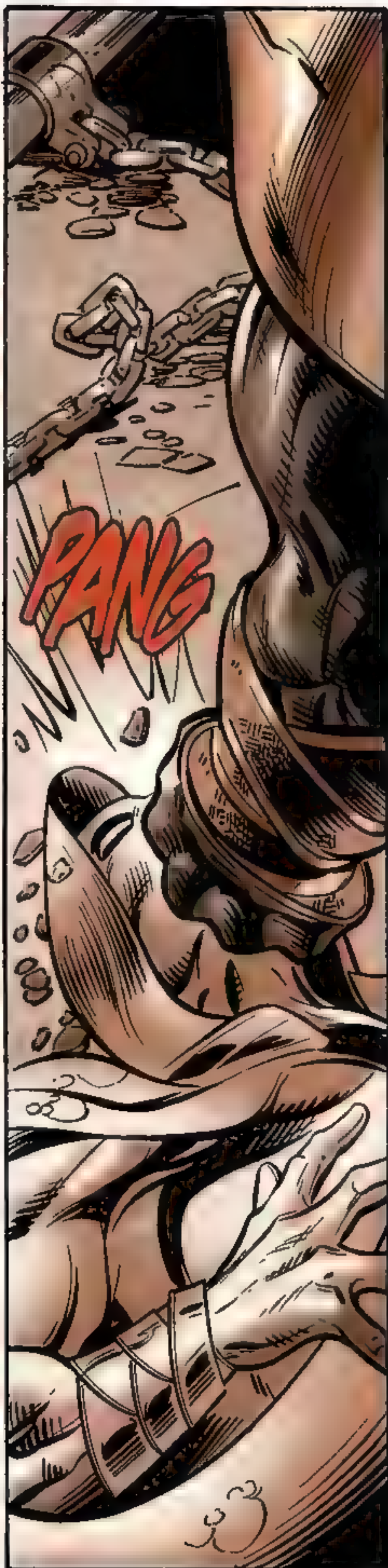




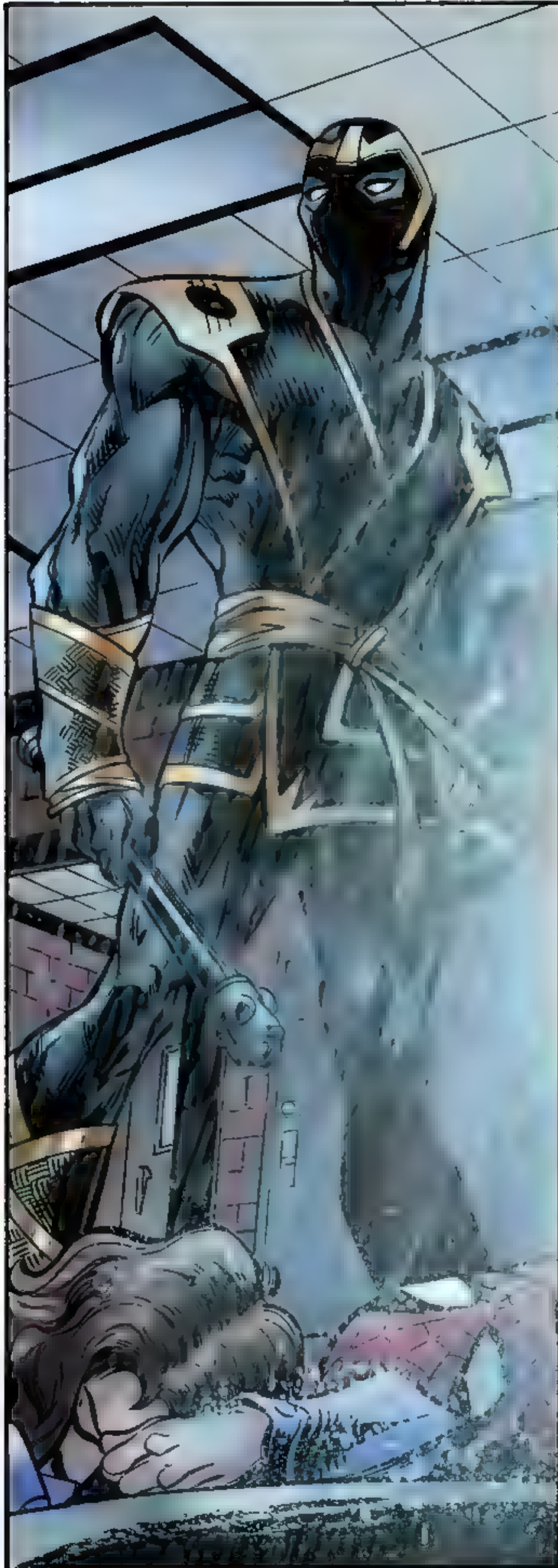
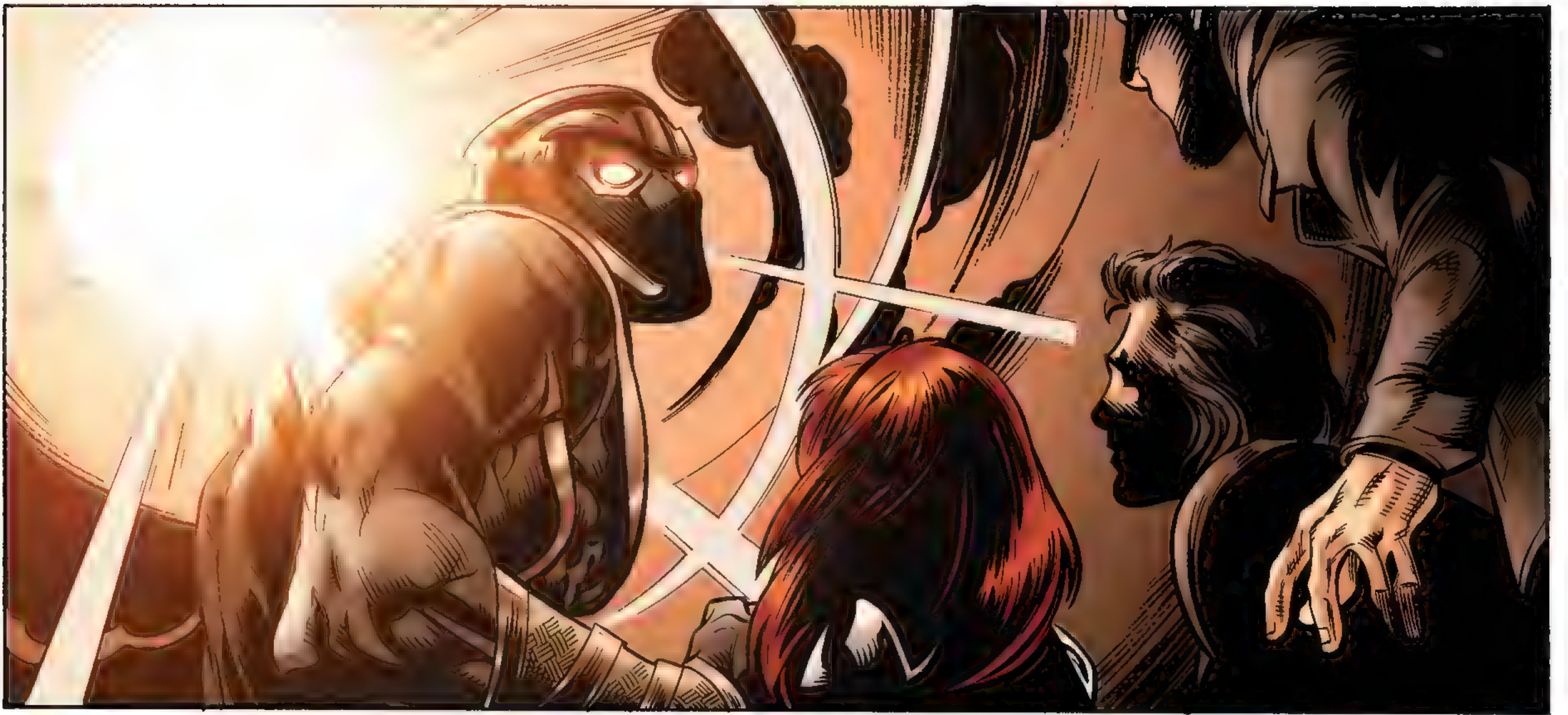




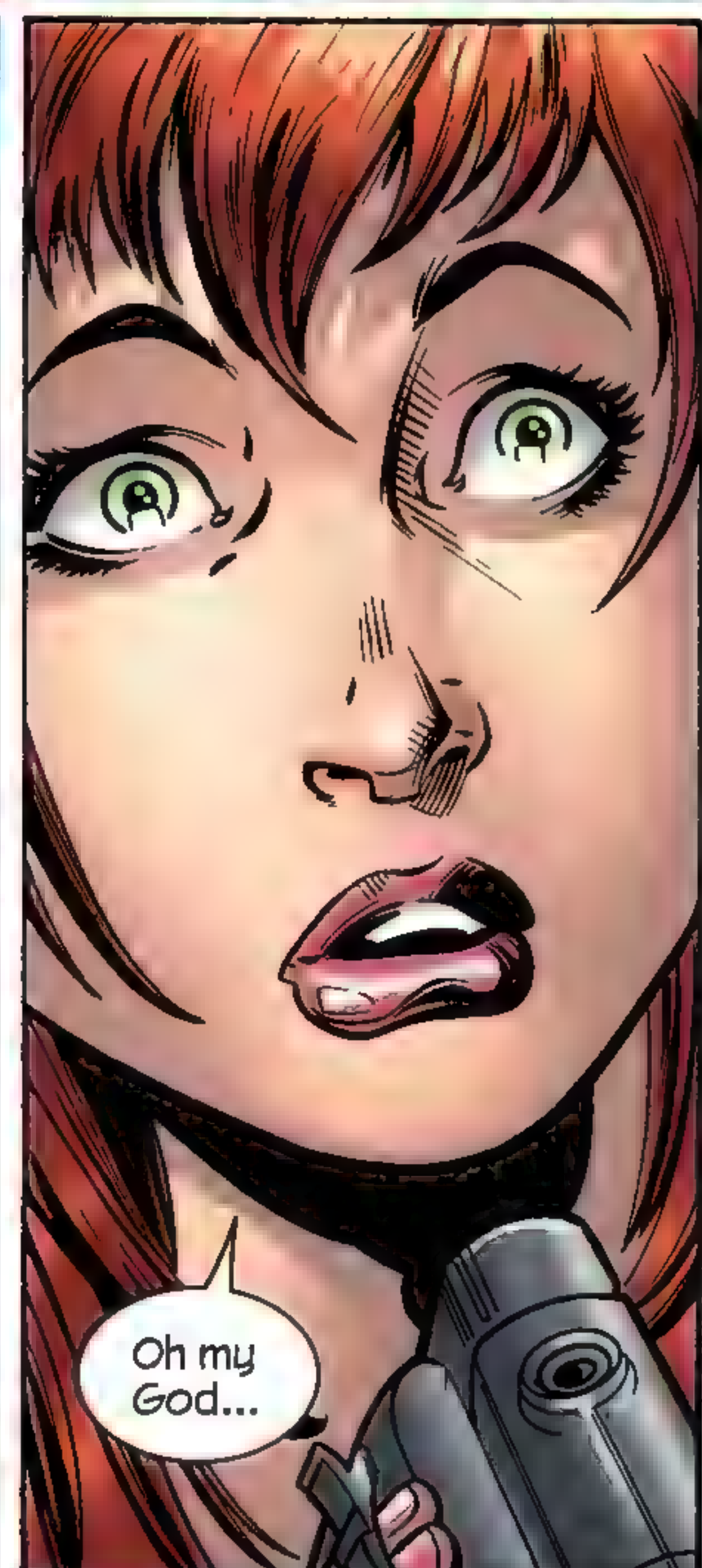
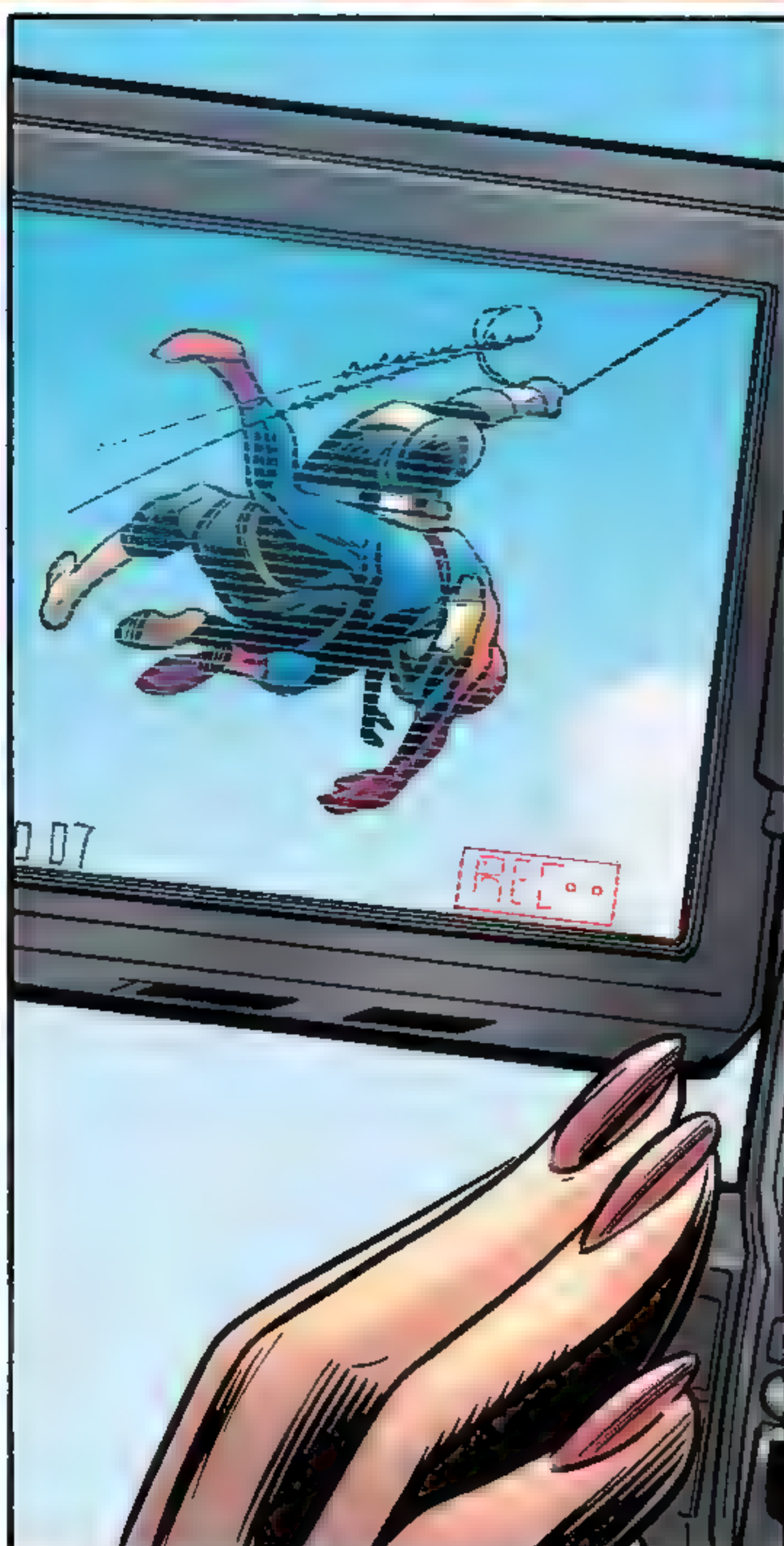
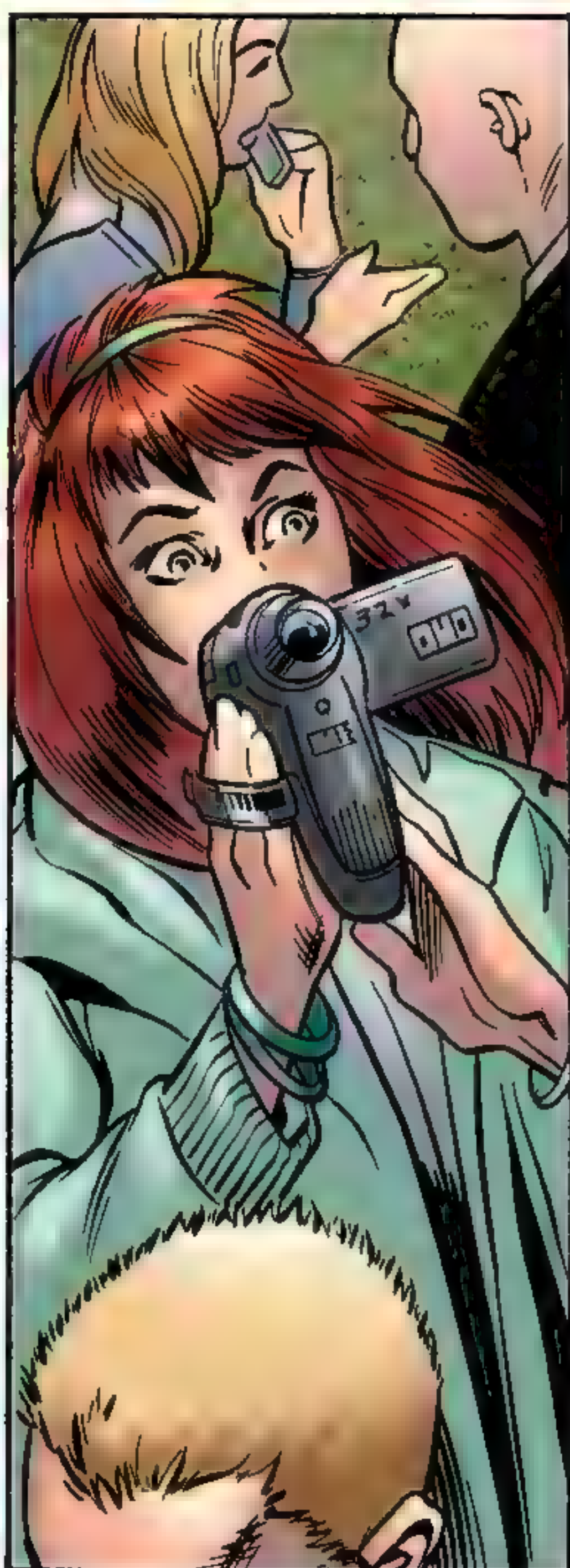
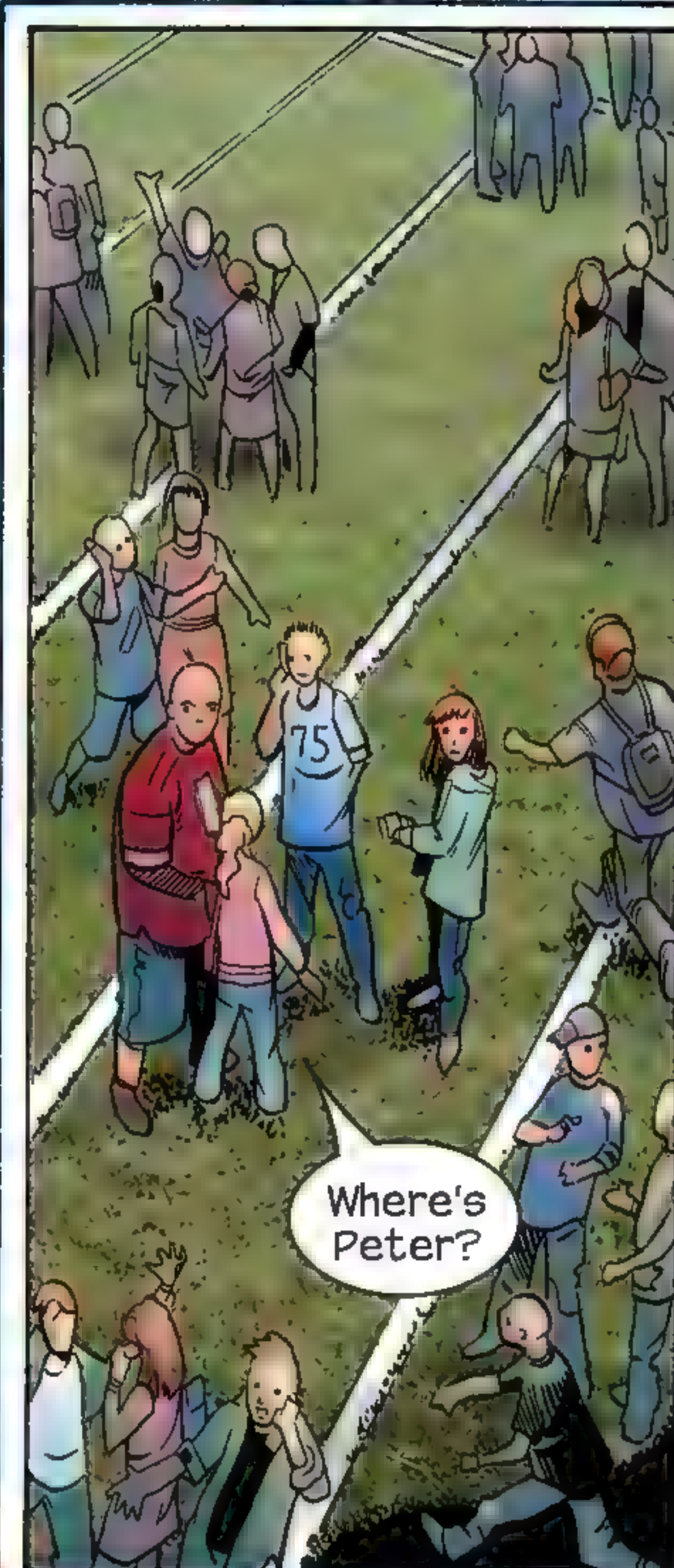


















# ULTIMATE SPIDER-MAN

ISSUE

109

ULTIMATE KNIGHTS: PART 4



**MARVEL**

**BENDIS  
BAGLEY  
HENNESSY  
PONSOR**



# PREVIOUSLY IN ULTIMATE SPIDER-MAN...

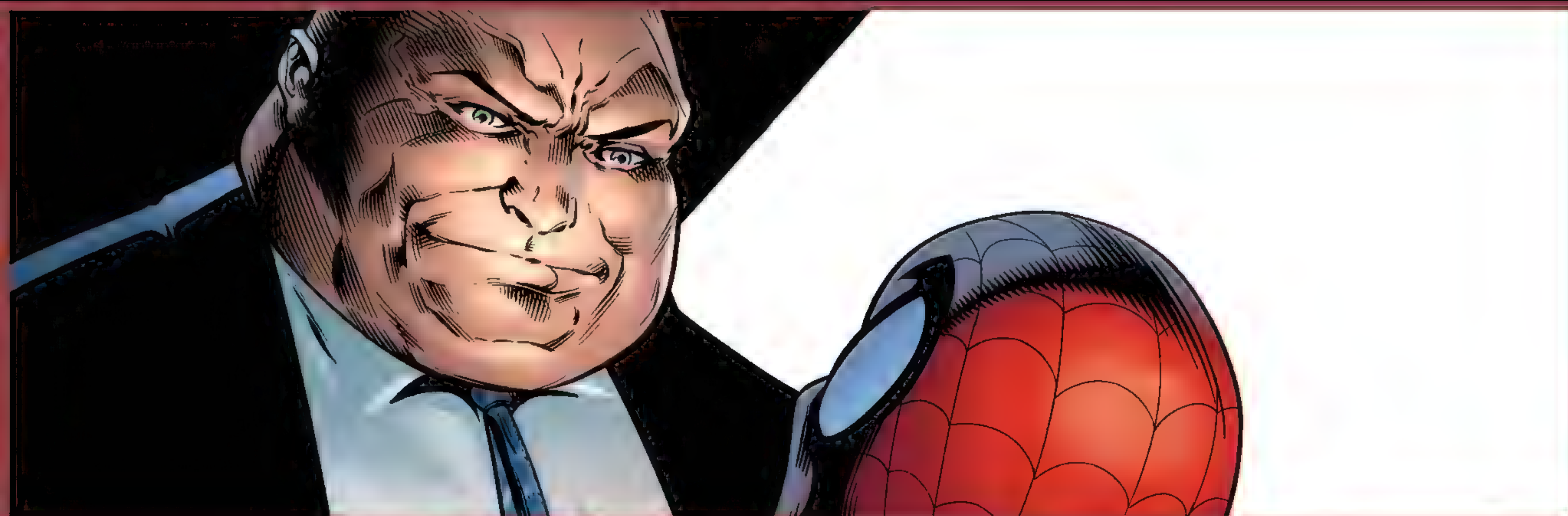
The bite of a genetically-altered spider granted high school student Peter Parker incredible, arachnid-like powers! When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He learned the invaluable lesson that with great power must also come great responsibility...

Now the fledgling super hero tries to balance a full high school curriculum, a night job as a web designer for the Daily Bugle tabloid, a friendship with the beautiful Mary Jane Watson, and swing time as the misunderstood, web-slinging Spider-Man.

The costumed hero called Daredevil also shows up at Peter's school—in the guise of Daredevil's alter ego, lawyer Matt Murdock—and offers Peter an opportunity to plan the downfall of Wilson Fisk (a.k.a. the Kingpin of Crime). Since gaining his powers, Spider-Man has had several confrontations with the red-clad DD...and they are not friends.

But Peter is less a friend of the Kingpin, and is intrigued enough to follow DD to his super-hero meeting, and to help hatch a plan: Have the mysterious Moon Knight pose as a new hit man for the Kingpin—and then use Moon Knight to help take the Kingpin down from inside.

But the other heroes don't know that—though Moon Knight's intentions are pure—he is suffering from a massive multiple personality disorder. Moon Knight takes the new role of Ronin, and the Kingpin sends him to bring in Spider-Man...and Ronin does so by attacking Peter's school in broad daylight.



## ULTIMATE KNIGHTS

PART 4

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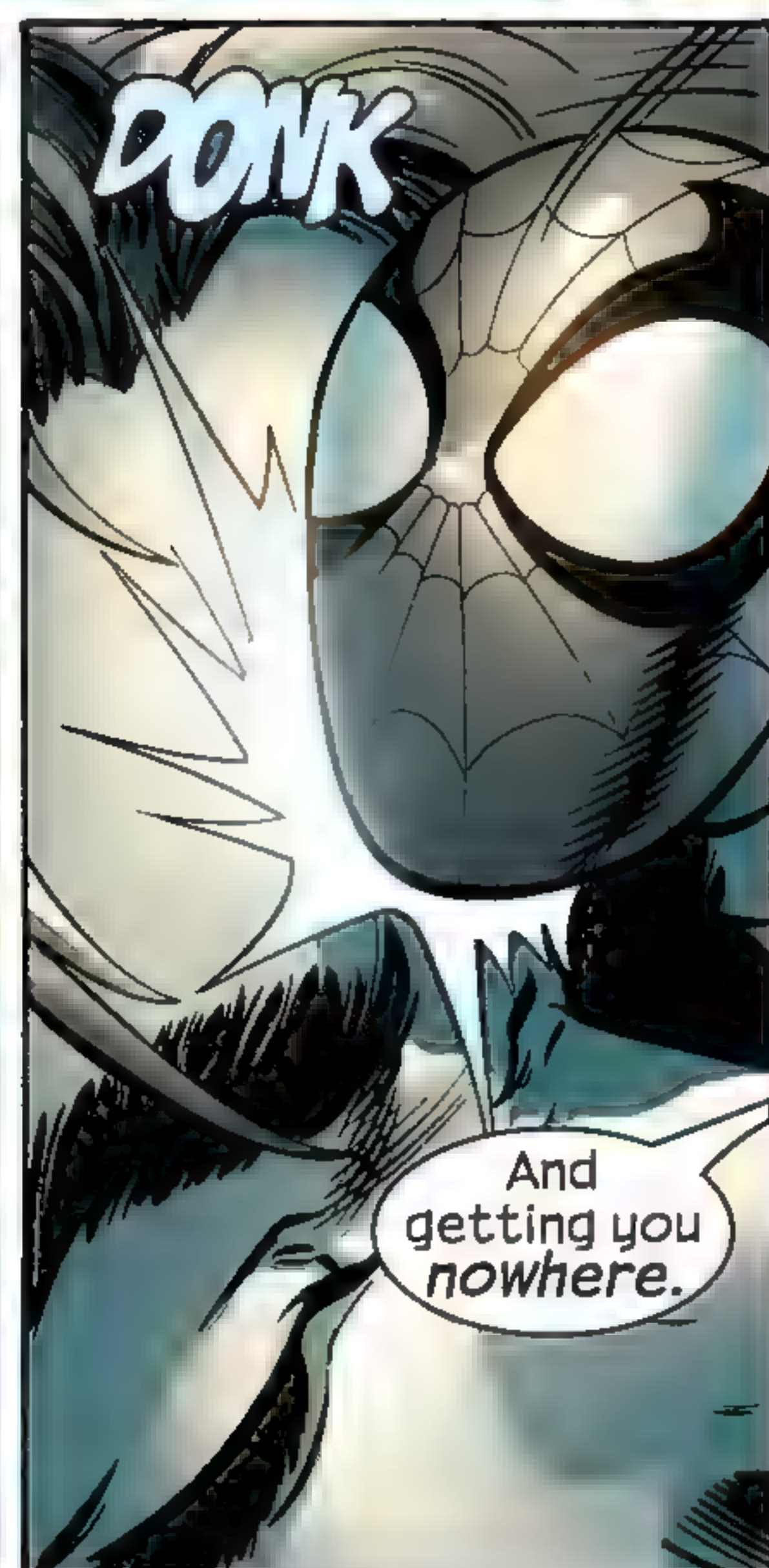
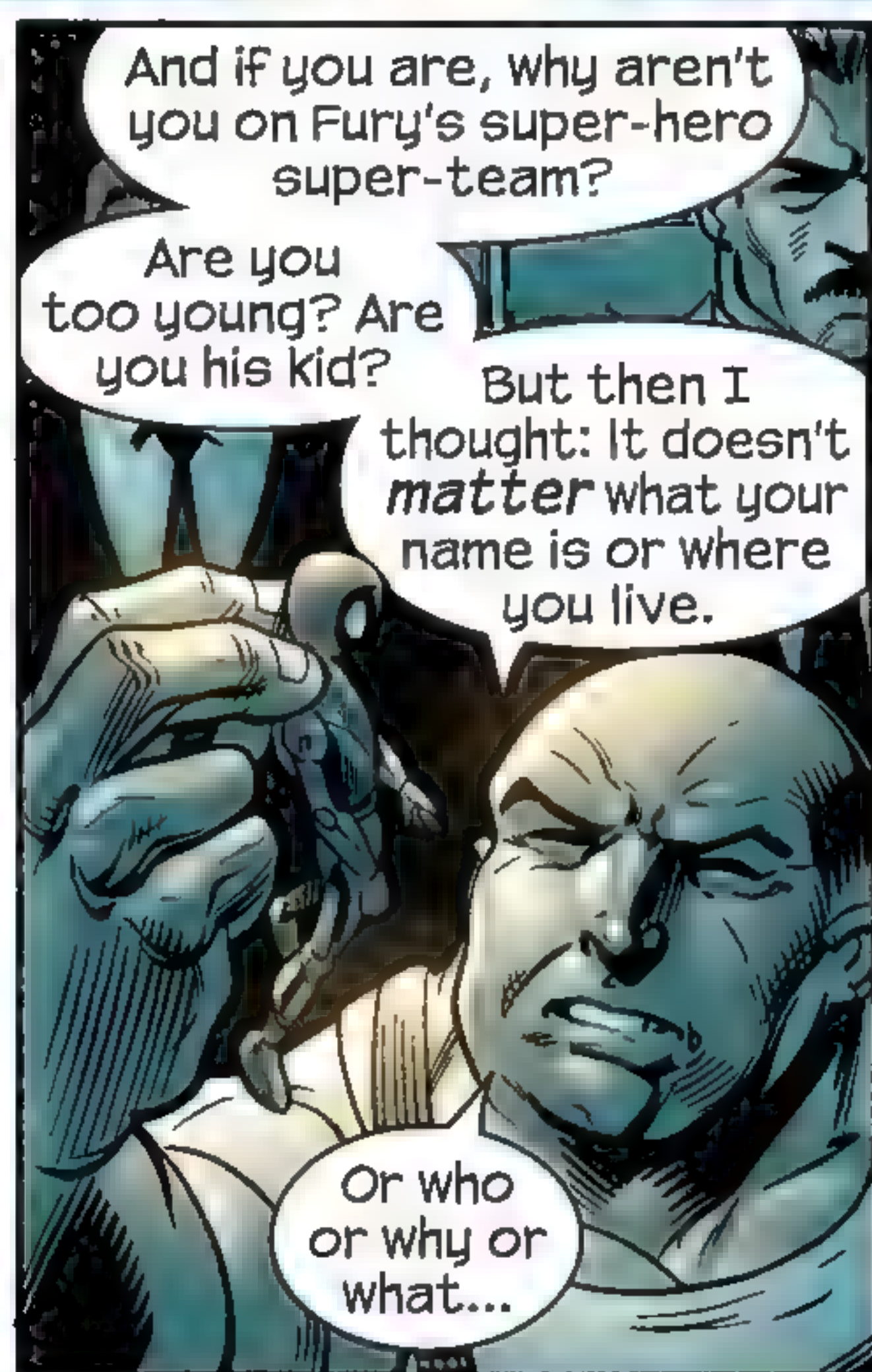




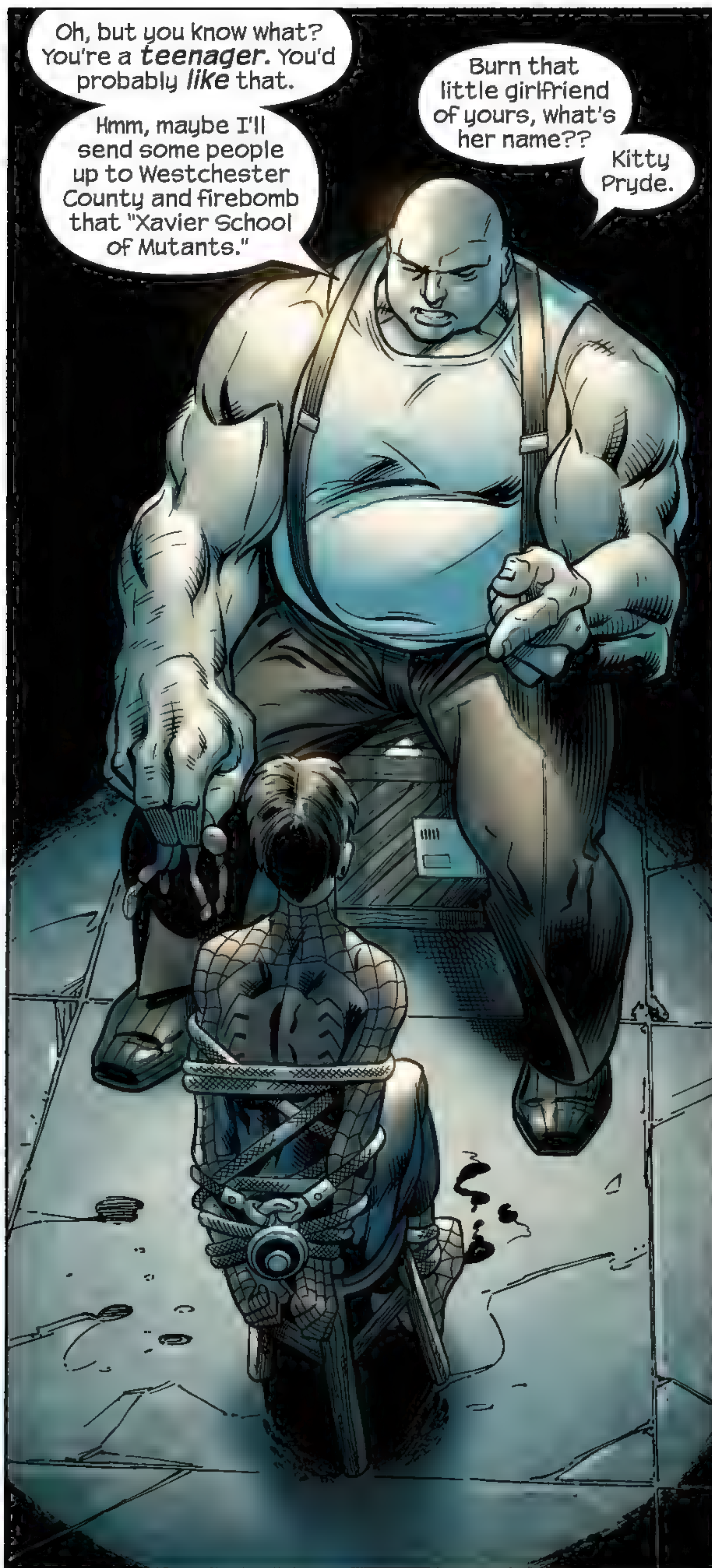










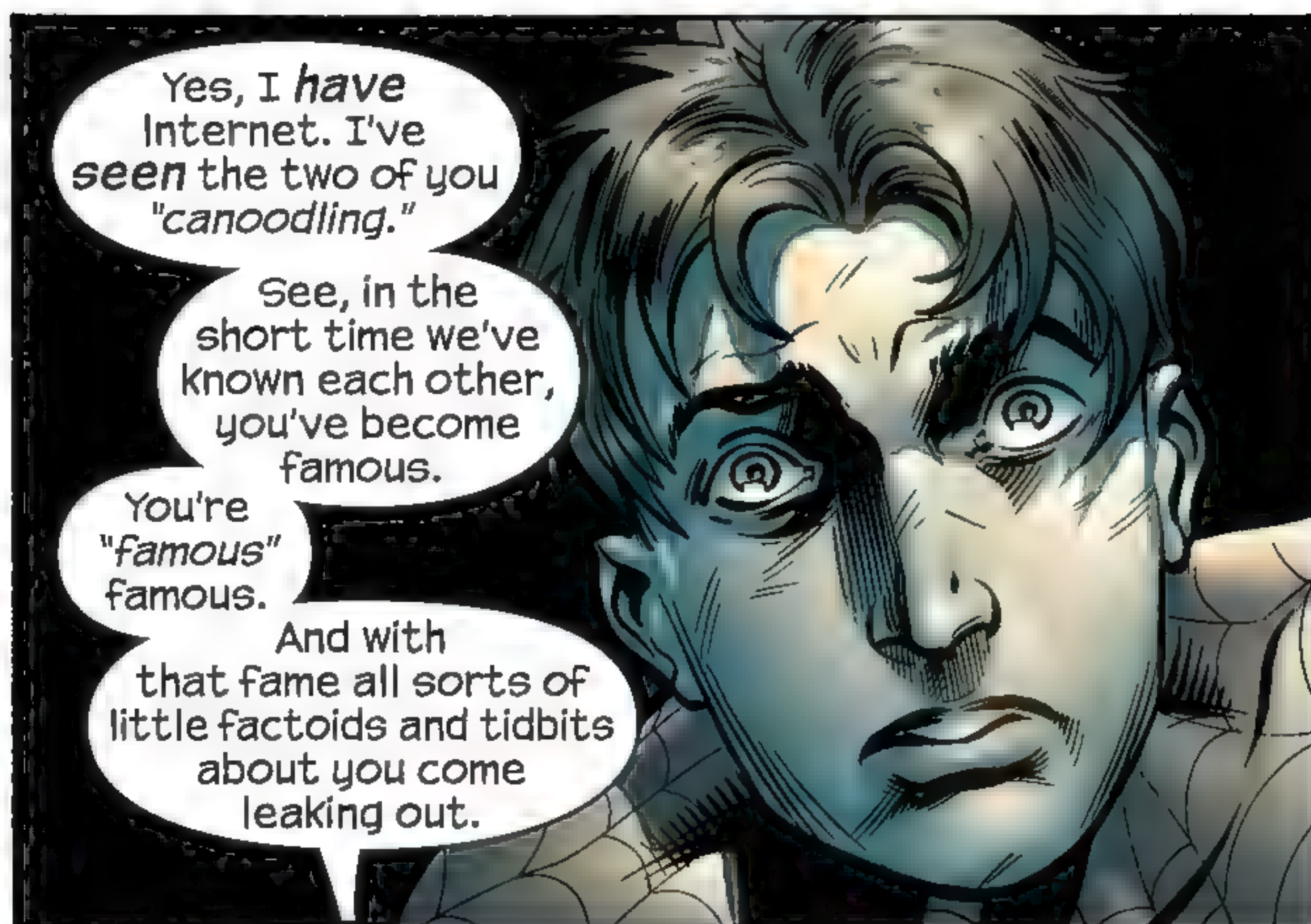


Oh, but you know what? You're a *teenager*. You'd probably *like* that.

Hmm, maybe I'll send some people up to Westchester County and firebomb that "Xavier School of Mutants."

Burn that little girlfriend of yours, what's her name??

Kitty Pryde.



Yes, I *have* Internet. I've *seen* the two of you "*canoodling*."

See, in the short time we've known each other, you've become famous.

You're "*famous*" famous.

And with that fame all sorts of little factoids and tidbits about you come leaking out.



So now I can *get* to you just as easy as you can get to me.

Try to hurt me and I *can* hurt you right back.

And this is before you do the *inevitable* idiotic move of telling the world who you *really* are.



And *then* I'll know who your mommy and daddy are.

I'll *know* where you live.



But- hold on- if I have you *here*--

--tied up and helpless--

--*now*--

If I have *you*, and I have a gun--

I have my *fists*.

Why don't I just kill you *now*??

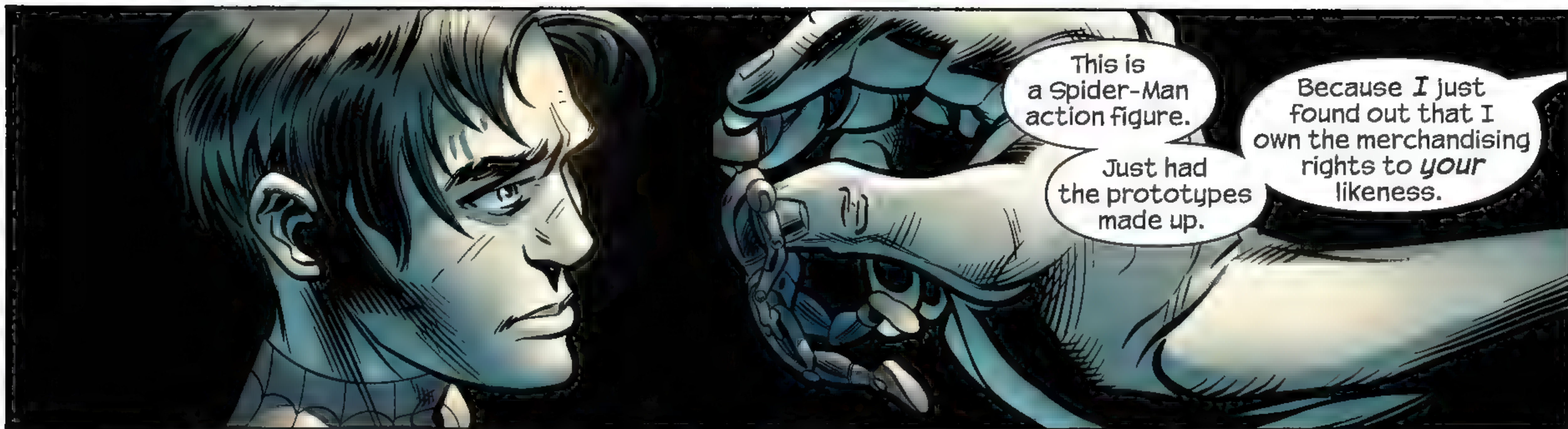
Hey, why don't I just kill you *now* and get it *over* with??



Well...

*This* is why.





This is a Spider-Man action figure.

Just had the prototypes made up.

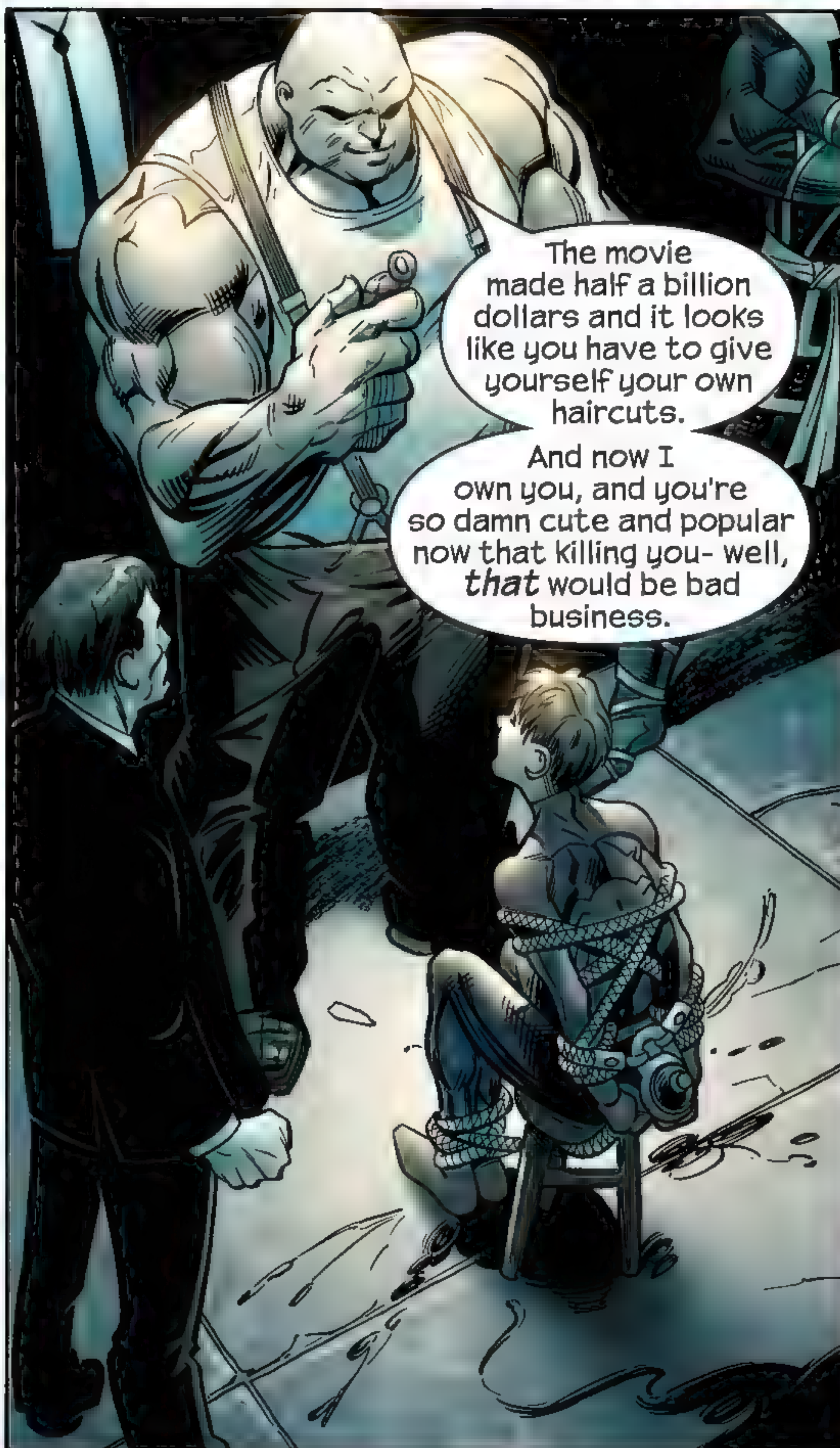
Because I just found out that I own the merchandising rights to *your* likeness.



It's a long story, but a company I own bought a company that registered your likeness.

I *own* it. Worldwide.

See, if you were *smart*, you would have registered the likeness and trademark...but you *didn't*.



The movie made half a billion dollars and it looks like you have to give yourself your own haircuts.

And now I own you, and you're so damn cute and popular now that killing you- well, *that* would be bad business.



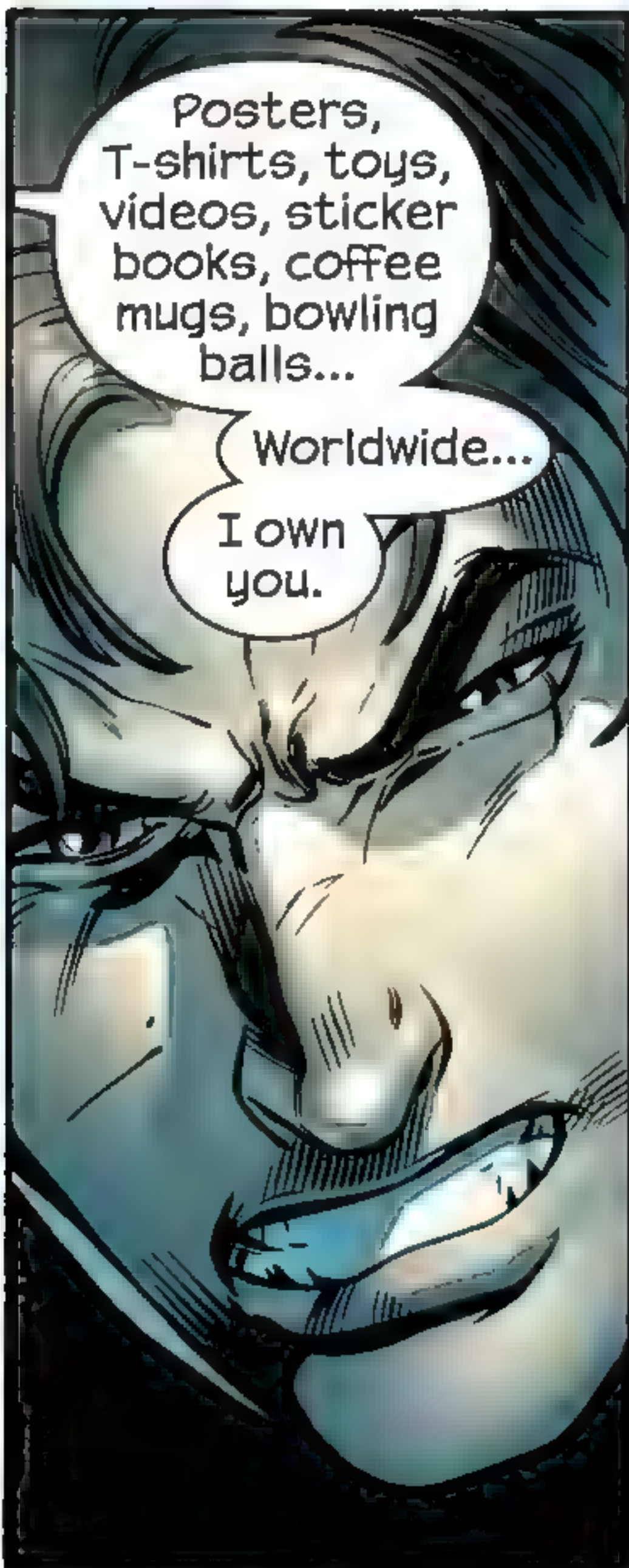
You're probably even *more* popular because you just saved a high school from this deadly assassin here.

And as your popularity grows, so does the *value* of your likeness.

So no matter how much of a pain in my butt you *think* you are to me--

No matter how much money you *think* you cost me...

It is *nothing* compared to how much I make from you just being you.



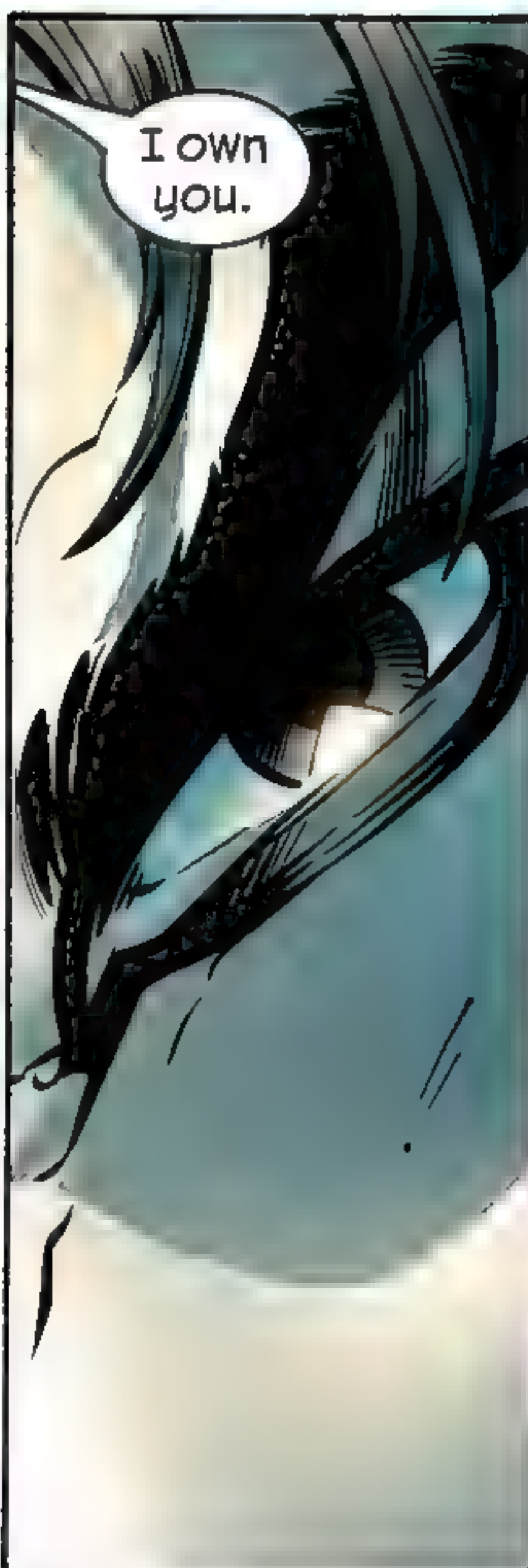
Posters, T-shirts, toys, videos, sticker books, coffee mugs, bowling balls...

Worldwide...

I own you.



I own you.



I own you.



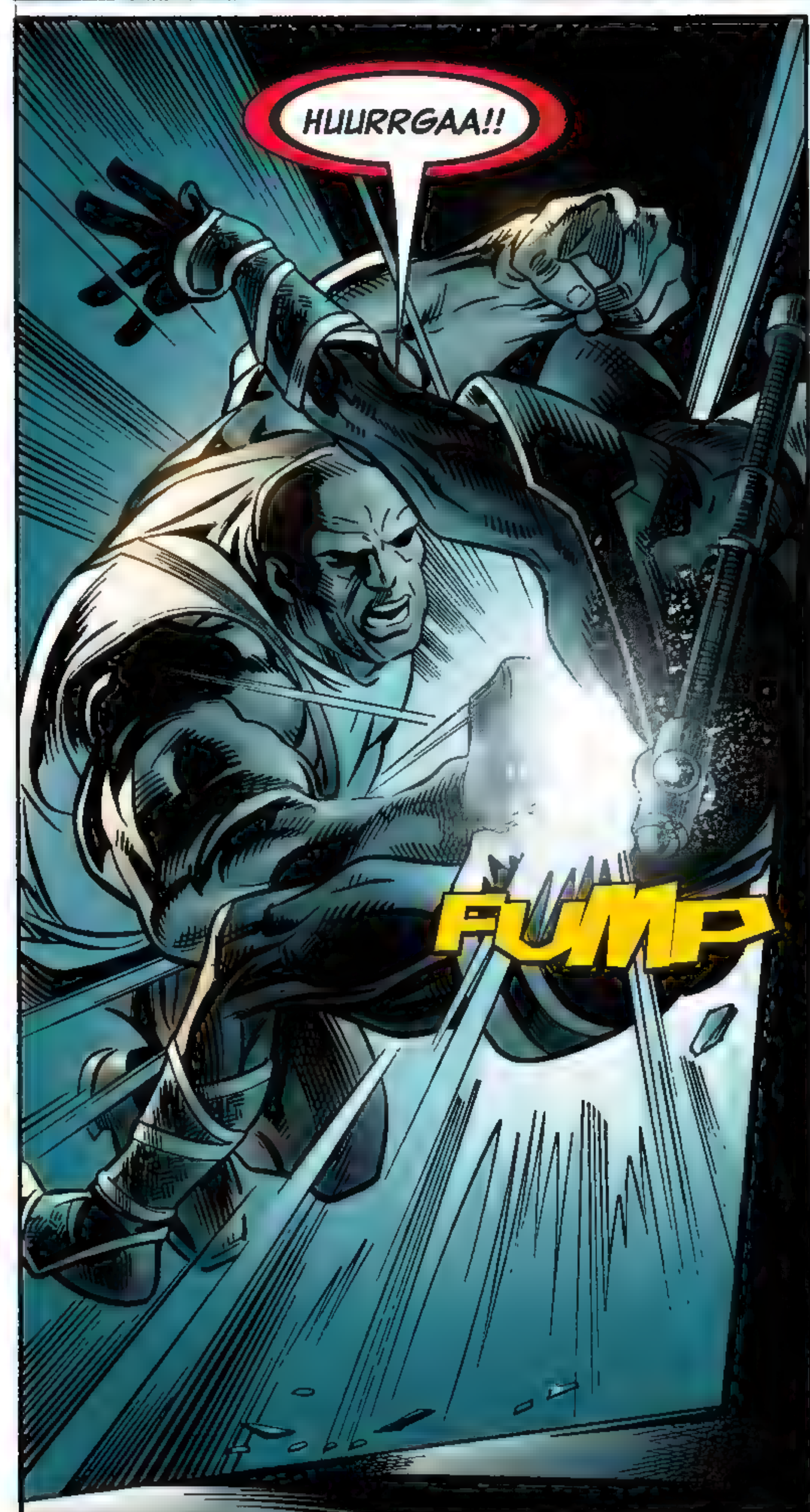
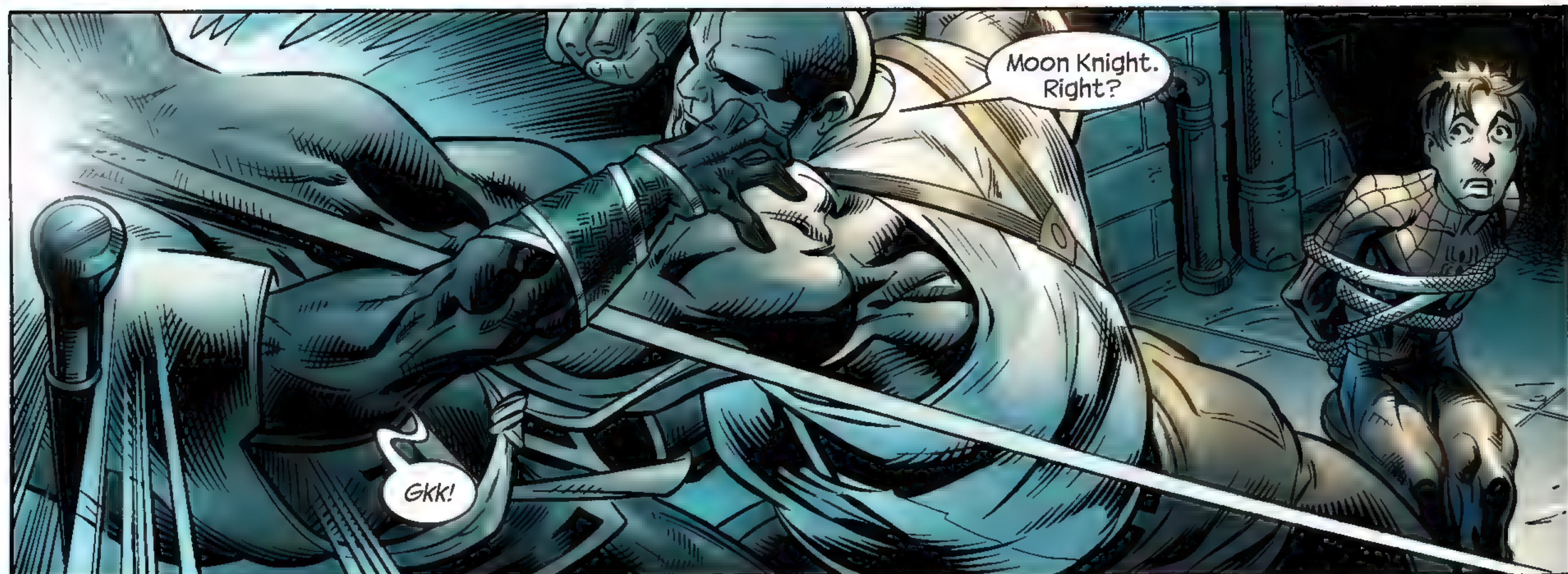
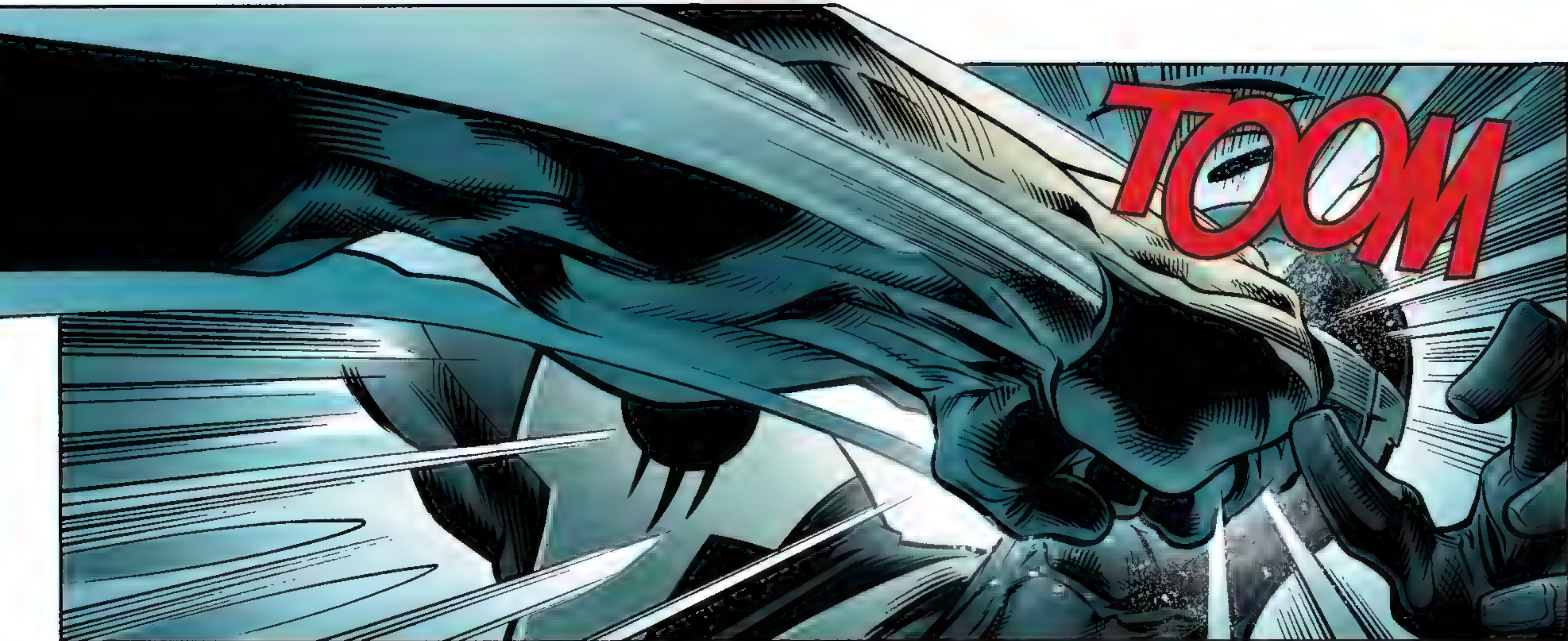
So I want you to go back to your little gang of vigilante knights.

All of them.

And I want you to tell them to *cut it out*.







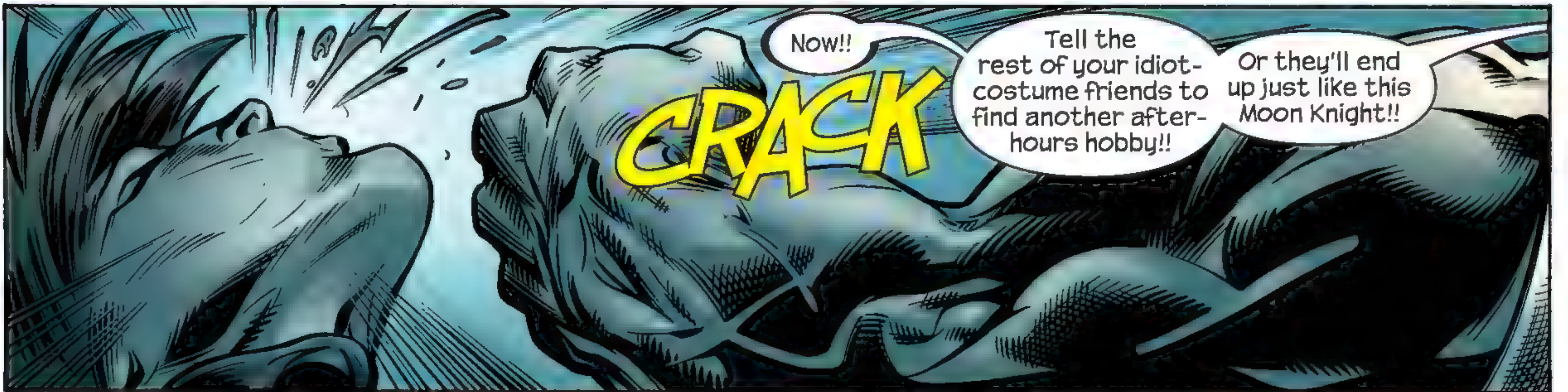




Muurr!!!

It's public knowledge!!

I sent him to screw with you idiots so I could prove to you you're playing a game whose rules I invented.



Now!!

CRACK

Tell the rest of your idiot-costume friends to find another after-hours hobby!!

Or they'll end up just like this Moon Knight!!

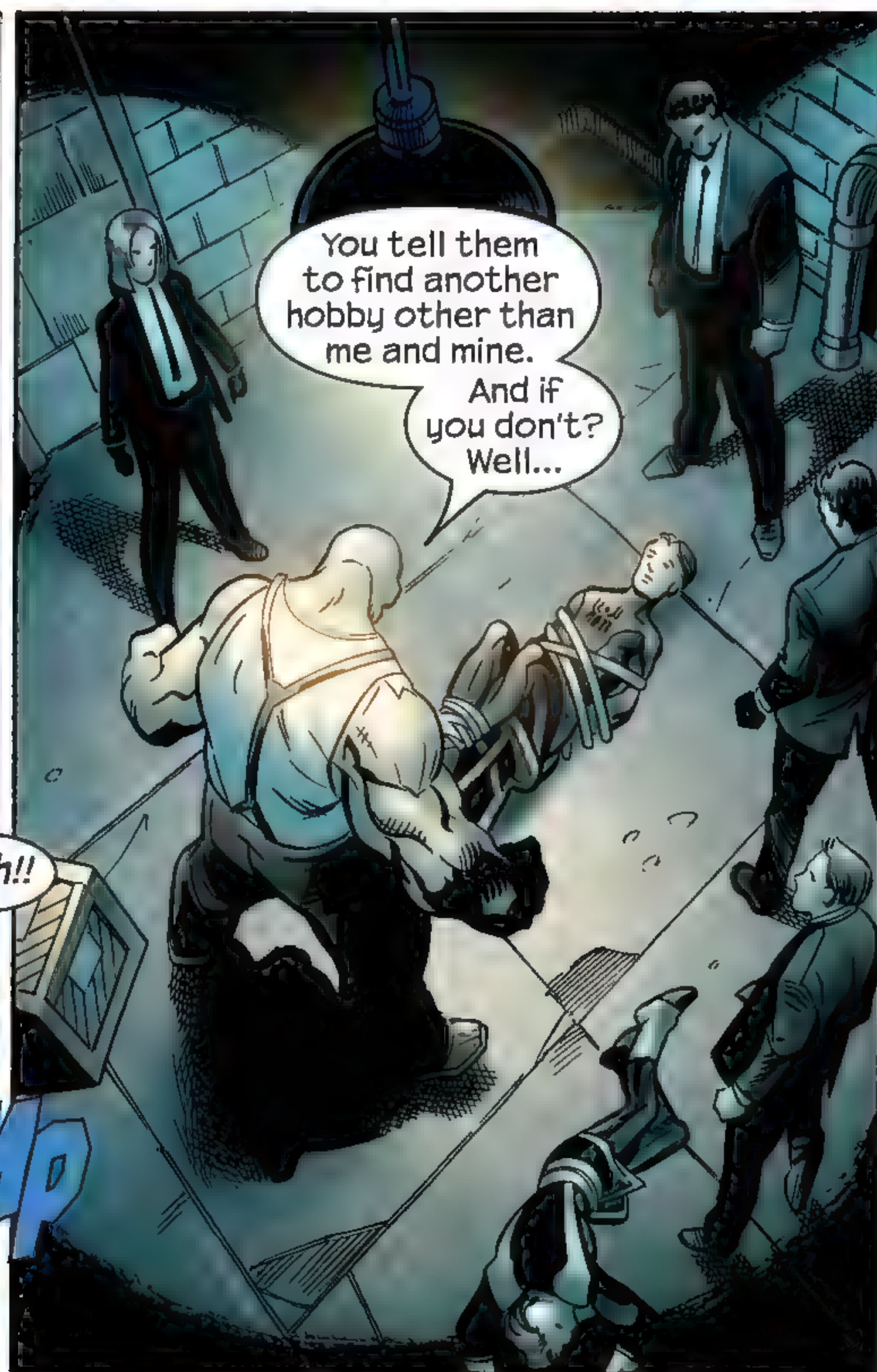


Tell them I'm *about* to get annoyed.

KICK

Argh!!

KLUMP



You tell them to find another hobby other than me and mine. And if you don't? Well...



Nn!!

The nostalgia market *is* big.

So after I *do* kill you, there will be an *initial* surge in merchandising profit.

AGGHH!!

But about 88 percent of the time it softens to nothing.



You're *hardly* Jimi Hendrix.

So I'd rather keep you around, but if I *have* to--

AGH!!



Oh, hey...

Any fat jokes you want to toss my way before we're done?





That's what I thought.

You do whatever you have to, to keep your costume-friends under control and you keep yourself out of my sight.



But you keep on being Spider-Man.

Don't let this knock the wind out of your sails.



You keep saving old ladies from muggers and every once in a while you stop my old golfing buddy, Norman Osborn, from destroying the city.

And don't you even *think* about *not* being Spider-Man anymore.



No, no.

You're not getting out of it that easy.



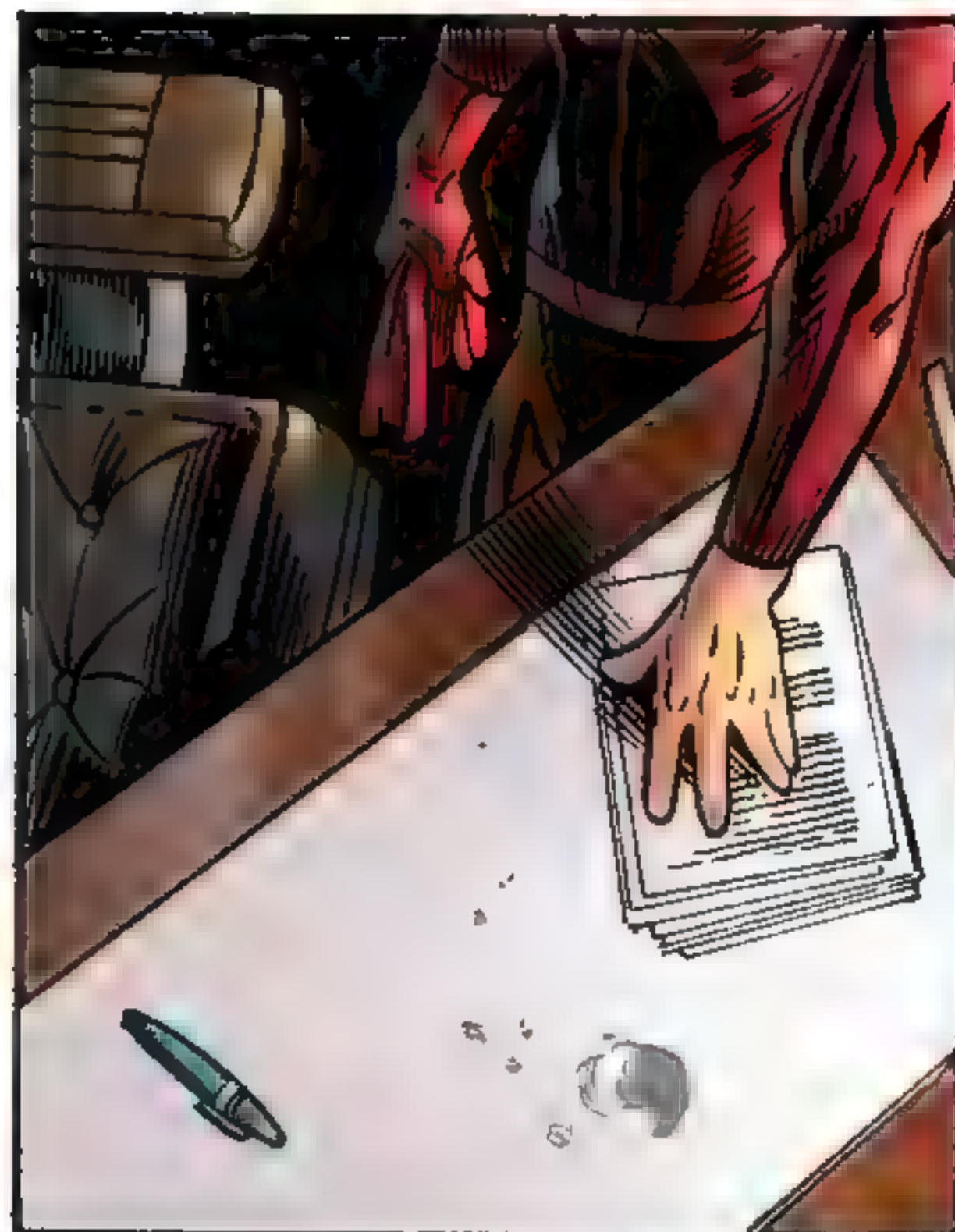
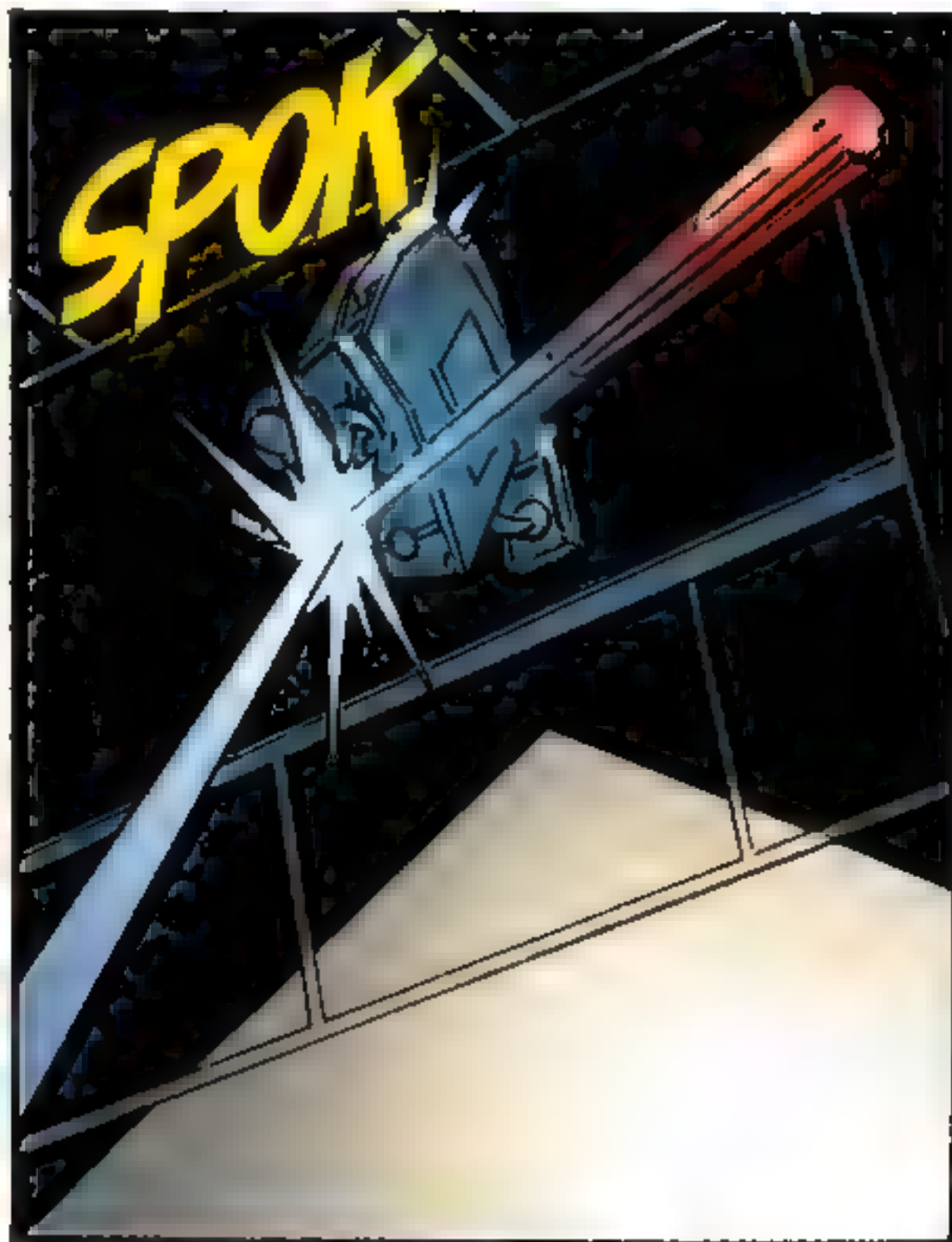
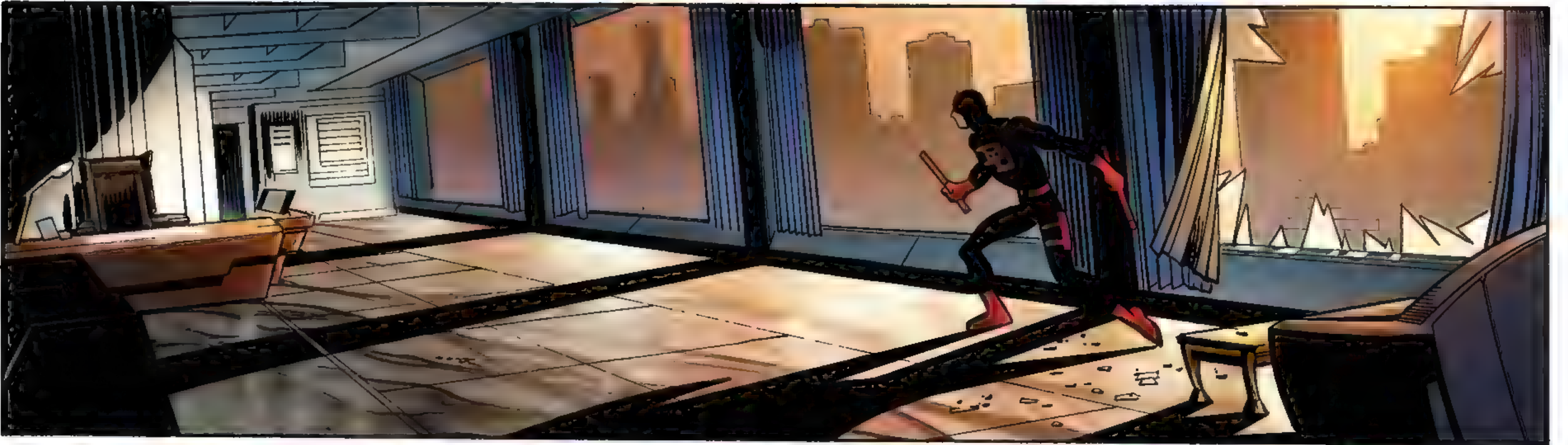
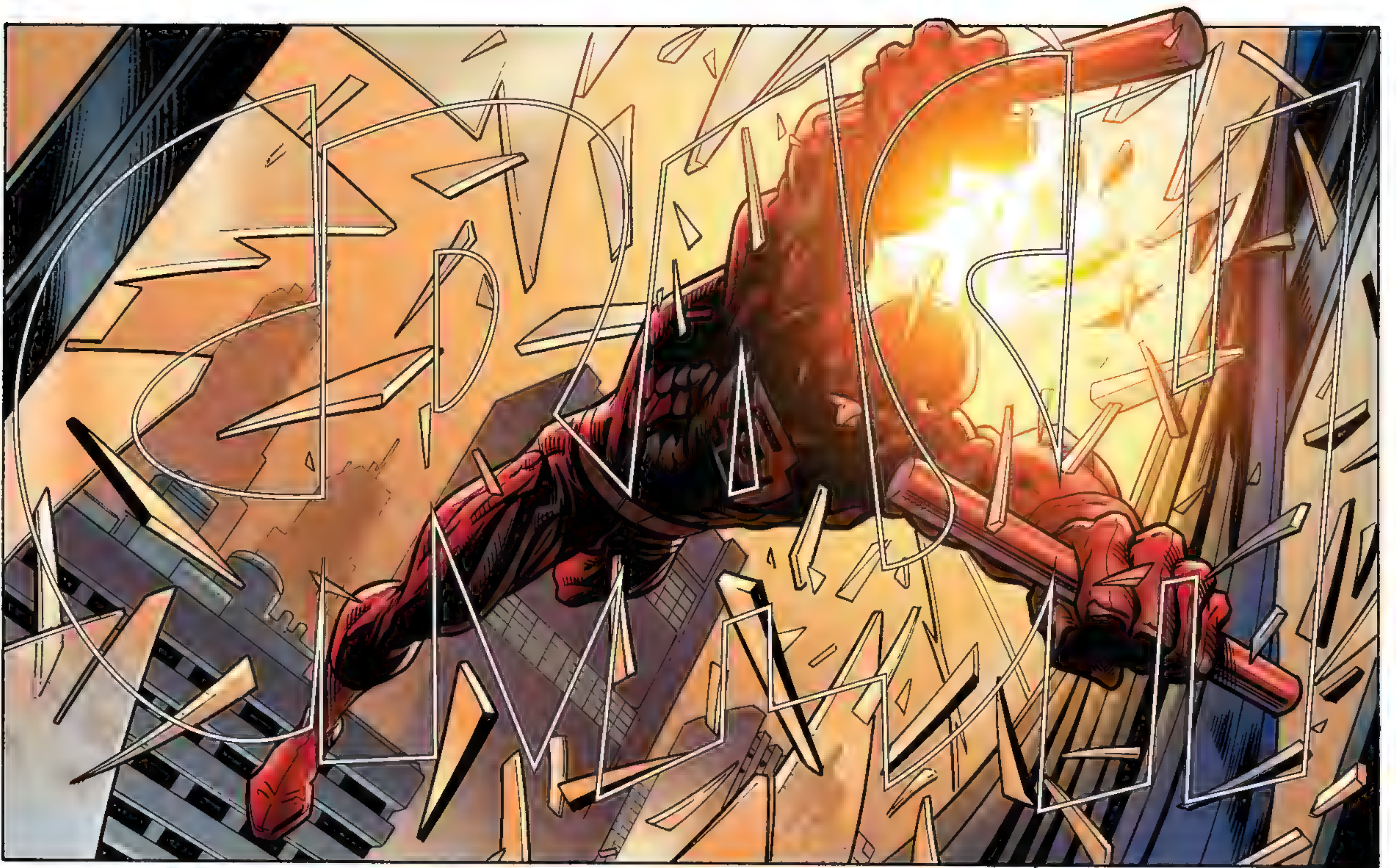
You stop being Spider-Man and, well, I'll just hire someone to be Spider-Man for me.



See, I own the rights...

Understood?









**RIIING**

Doctor  
Strange's  
residence.

Wong  
speaking.



Wong, I need  
to speak to the  
doctor.

The Doctor is  
meditating.



It's  
important.

I'm sorry,  
the Doctor is  
meditating.

This  
is--

(oh  
brother)

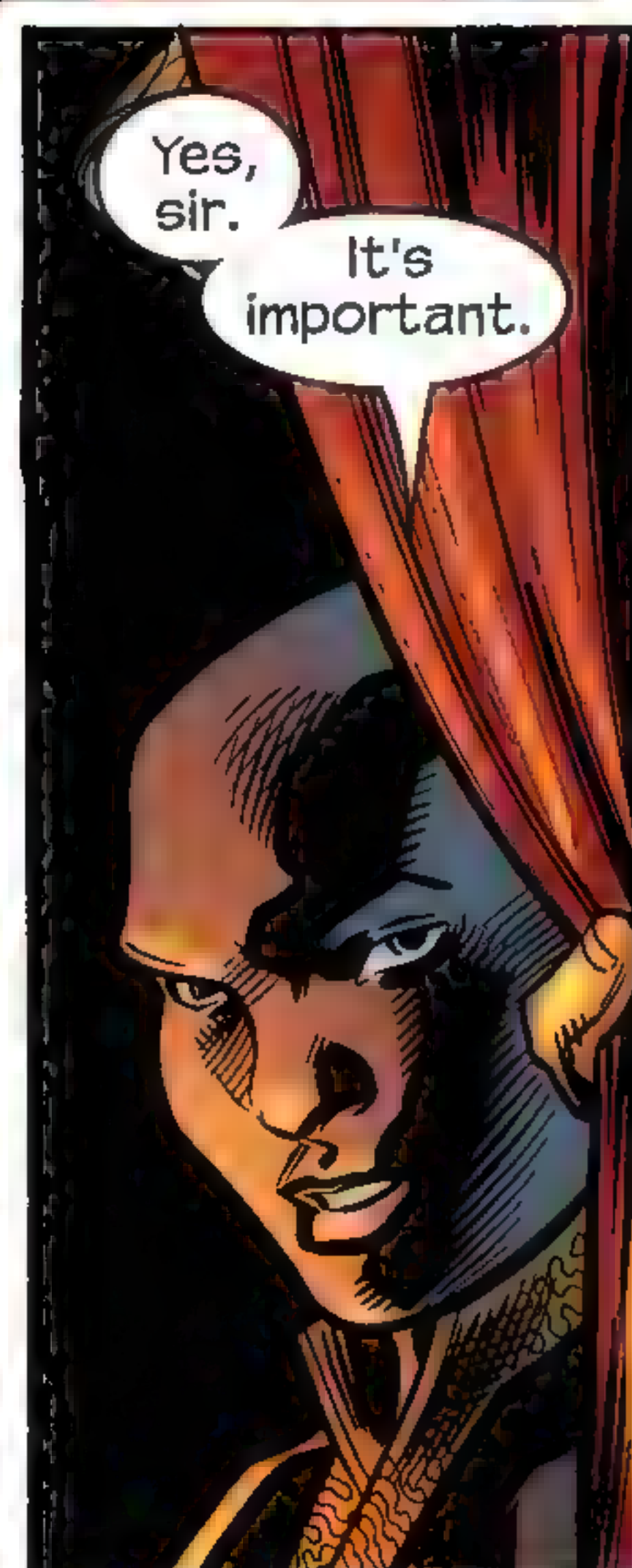
--this is  
*Daredevil*. It's  
important.



Excuse  
me, Doctor,  
there's a  
call.



Can't  
you see I'm  
meditating?



Yes,  
sir.

It's  
important.





Man, I am **very** uncomfortable with this.

Fine.

But I think that Spider-Man kid is in *trouble* and I think we *put* him in trouble with this plan of ours.

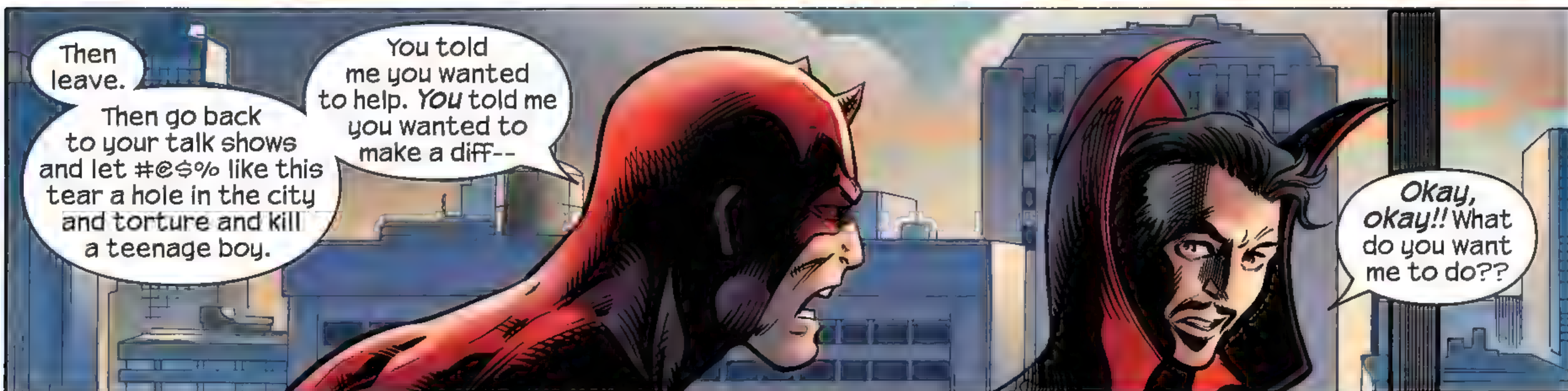
Of *ours*?? This was yours.



Well, as annoying as that kid *is*, his heart's in the right place and--

I just-- this is the Kingpin's place. This is breaking and entering.

I'm sort of famous. I can't be seen *doing* stuff like this.



Then leave.

Then go back to your talk shows and let #@\$% like this tear a hole in the city and torture and kill a teenage boy.

You told me you wanted to help. *You* told me you wanted to make a diff--

Okay, okay!! What do you want me to do??



Can you cast a spell that--

"Cast a spell."

Or whatever you call what it is that you do.

Can you do it so it lets us know what happened here and where they went?

Where who went?



There's a faint smell residue of Spider-Man *and* Kingpin...

...and a little Moon Knight.

(I can barely make it out.)

I don't smell *anything*.

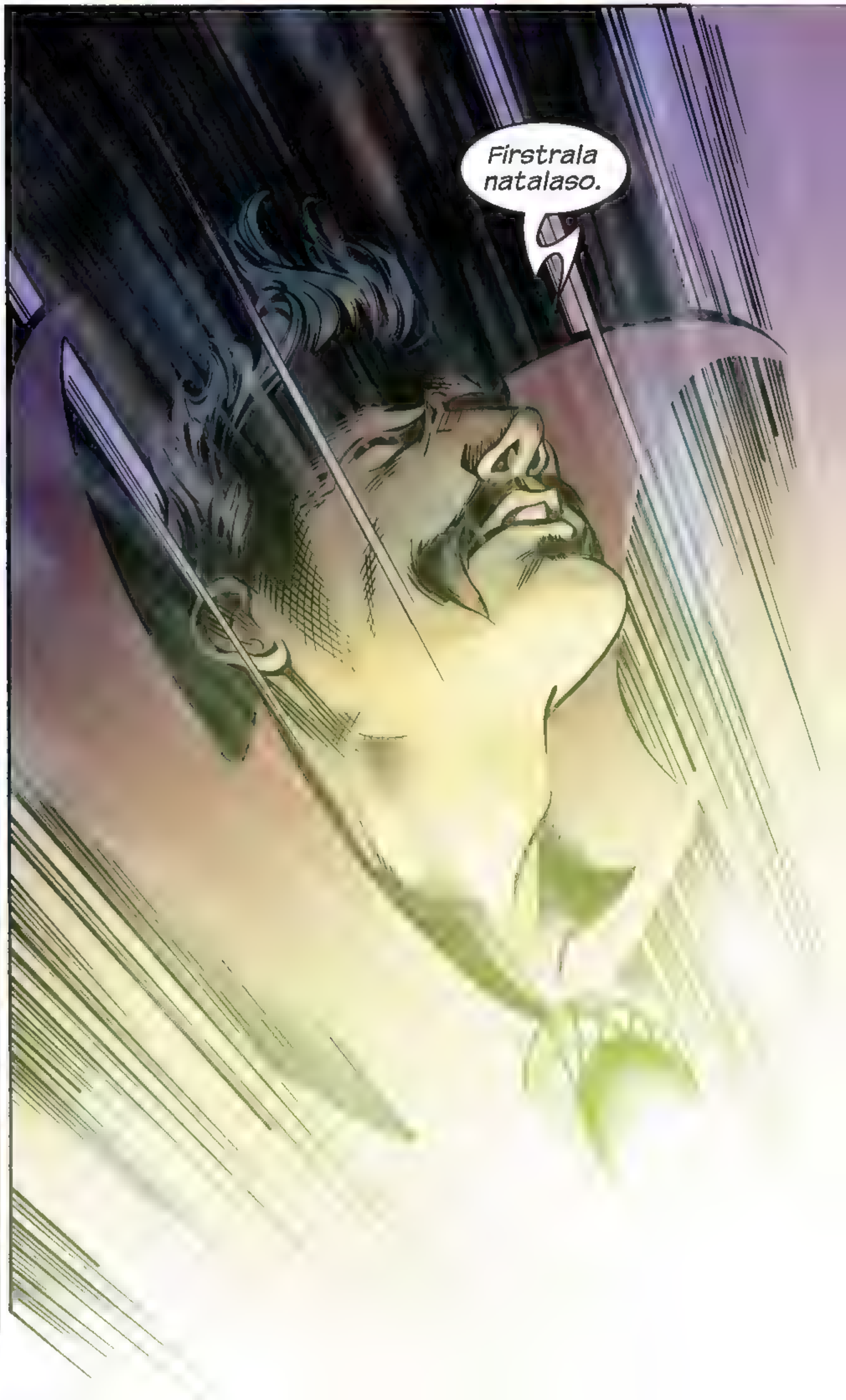
They were here.

There was a wet body on *this* desk. On these papers.

And it's water they use in industrial fire detection sprinkler-systems and these sprinklers haven't been on.

How do you know *that*?









There!

There what?

See? He *was* here.

He--

You're right. He was lying on his desk. See?



I- no.

You can't *see* this?

No.

Why not?

You can smell sprinkler water but can't see?



What do *you* see?

Kingpin, Spider-Man, a masked man.



That's Moon Knight.

Oh, okay, that's his *new* identity.

Looks like he really clobbered the hell out of Spider-Man.

*Damn* it.

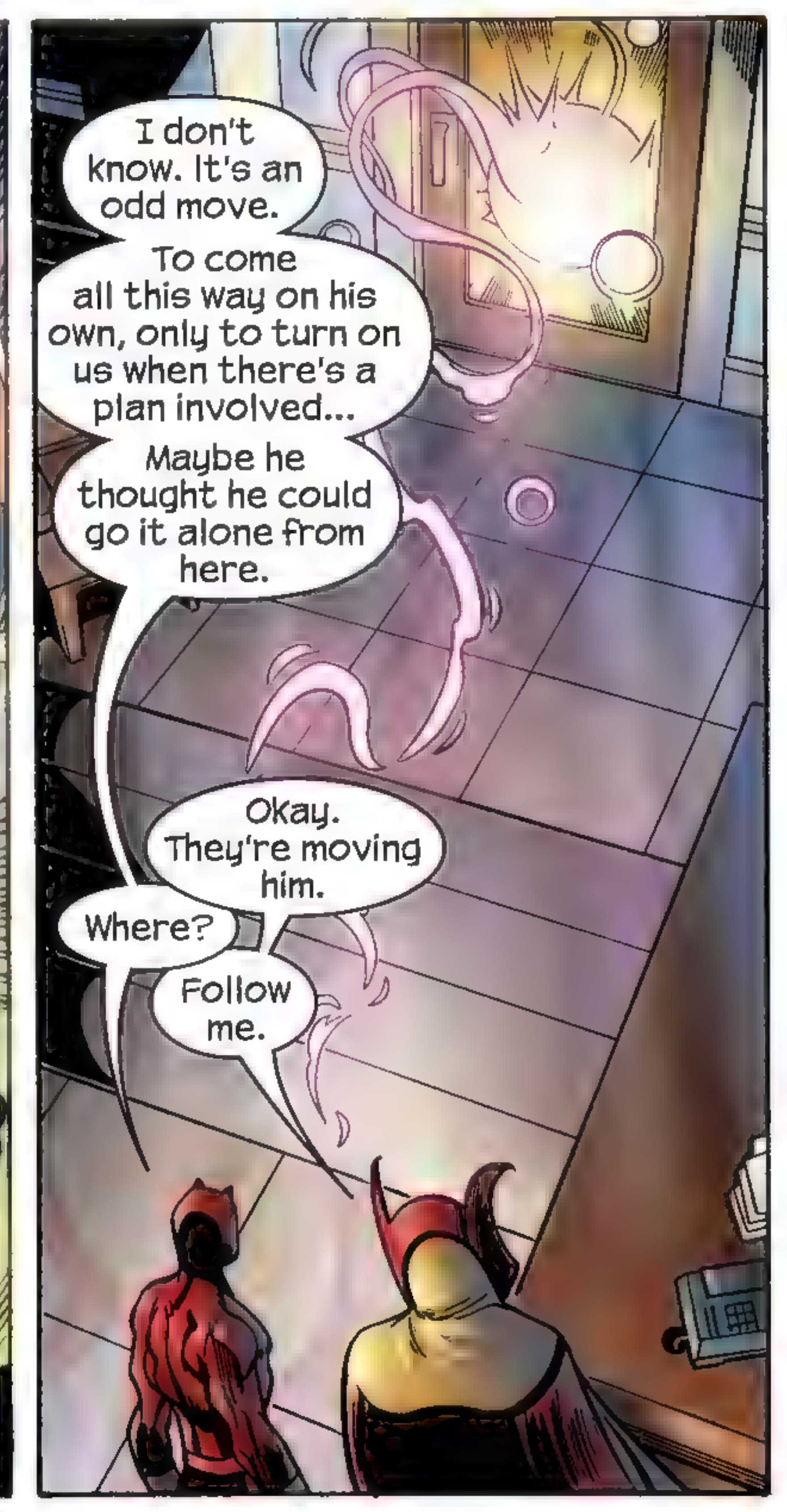


I thought he was supposed to *tell us* when he was going to do anything.

Get *us* involved so we could make a plan.

He was *supposed* to.

Do you think he *turned* on us?



I don't know. It's an odd move.

To come all this way on his own, only to turn on us when there's a plan involved...

Maybe he thought he could go it alone from here.

Okay. They're moving him.

Where?

Follow me.





Where is everyone?

Where are the secretaries and office people?

This is Wilson's floor.

There's no one up here, so no one can overhear anything that might get them whacked for overhearing.



Wow, you really know your Kingpin.

Been working on it for a long time.

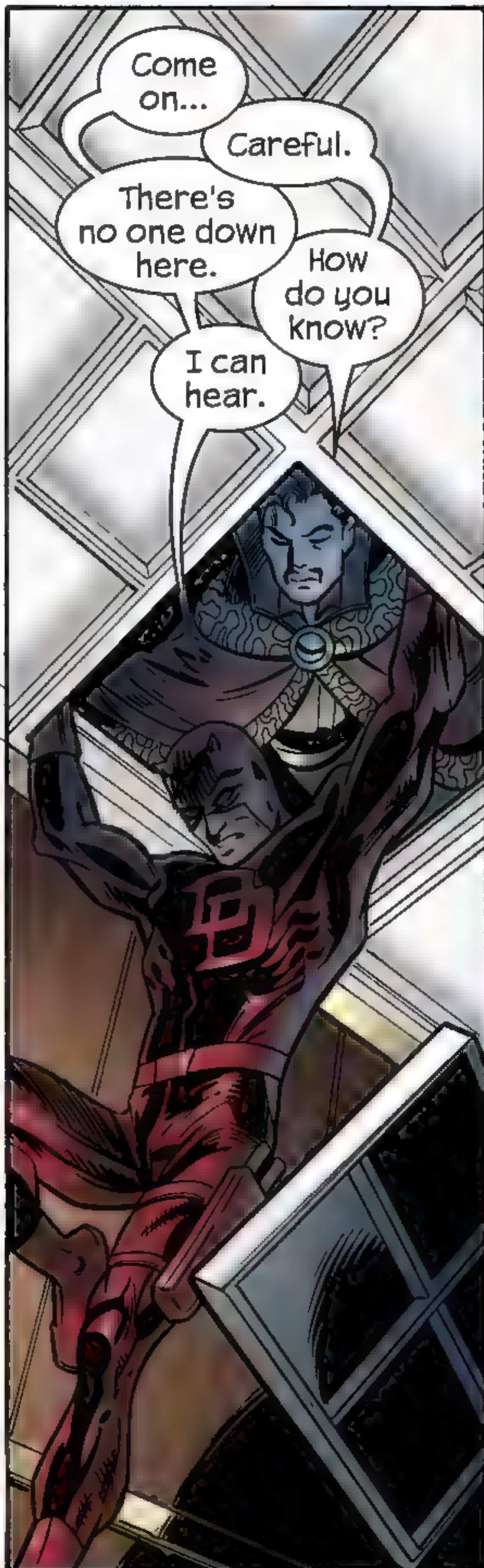
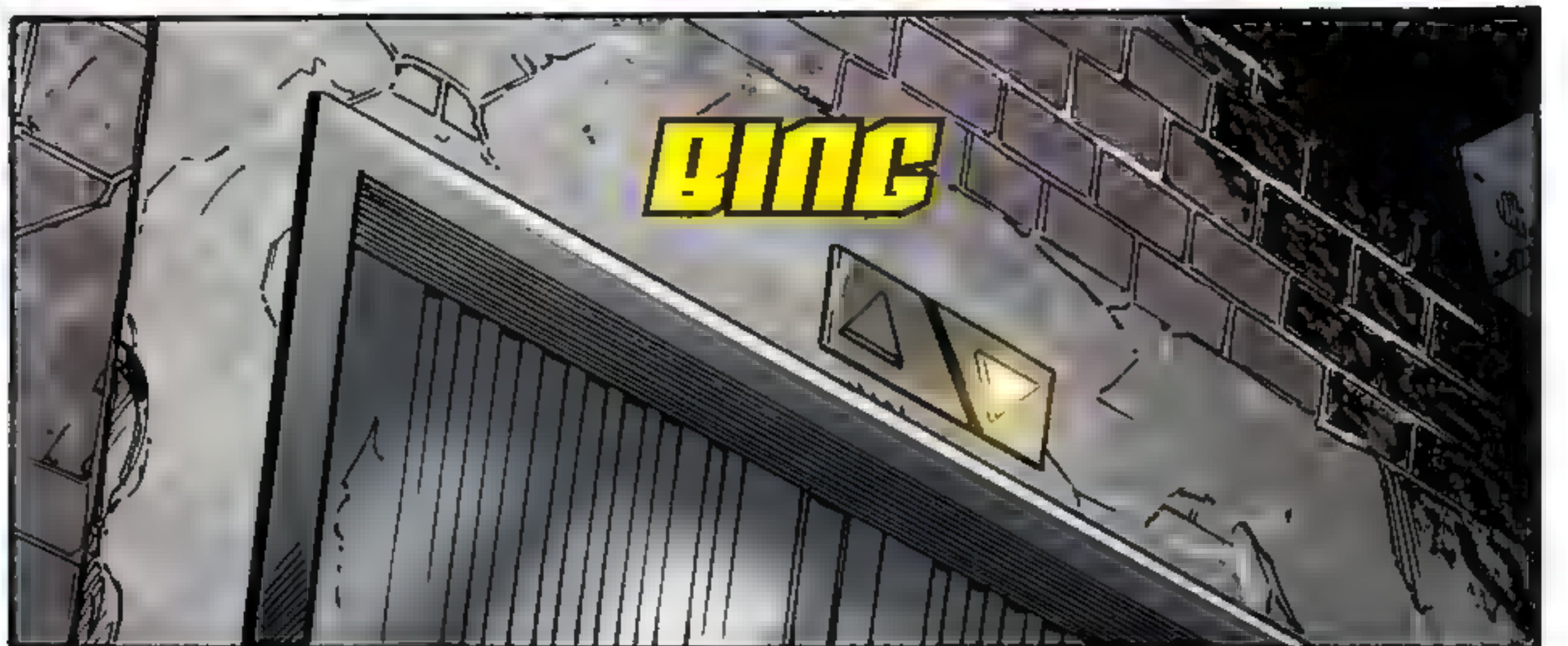
How long?

Long time.



Do we take the elevator?

Kind of.



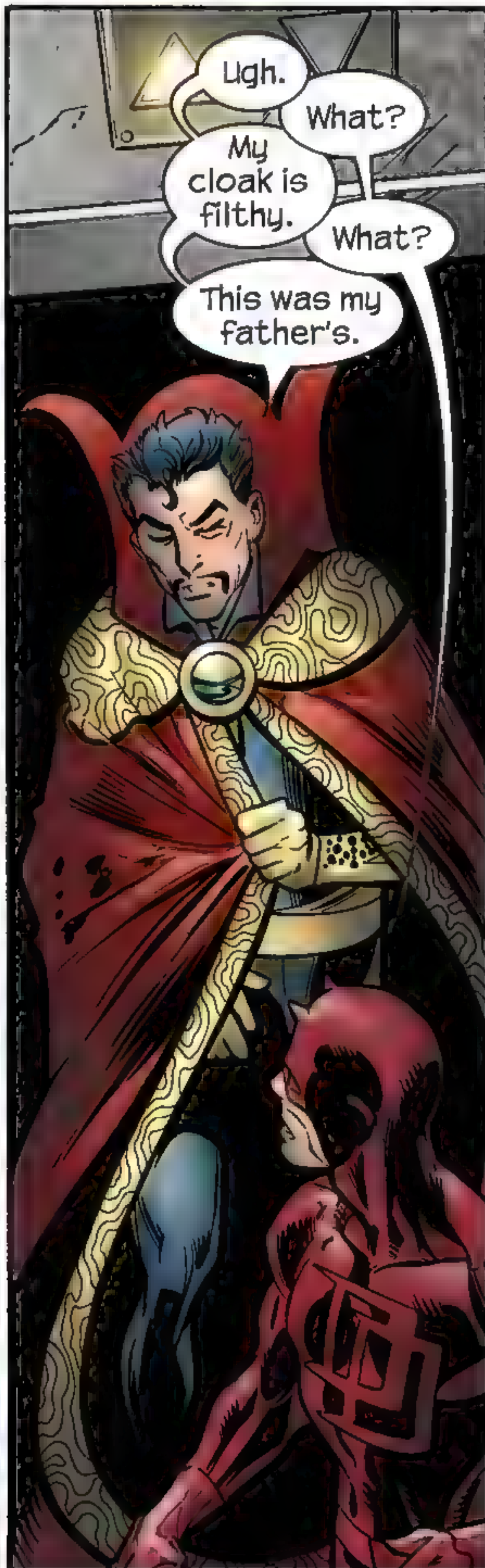
Come on...

Careful.

There's no one down here.

How do you know?

I can hear.



Ugh.

What?

My cloak is filthy.

What?

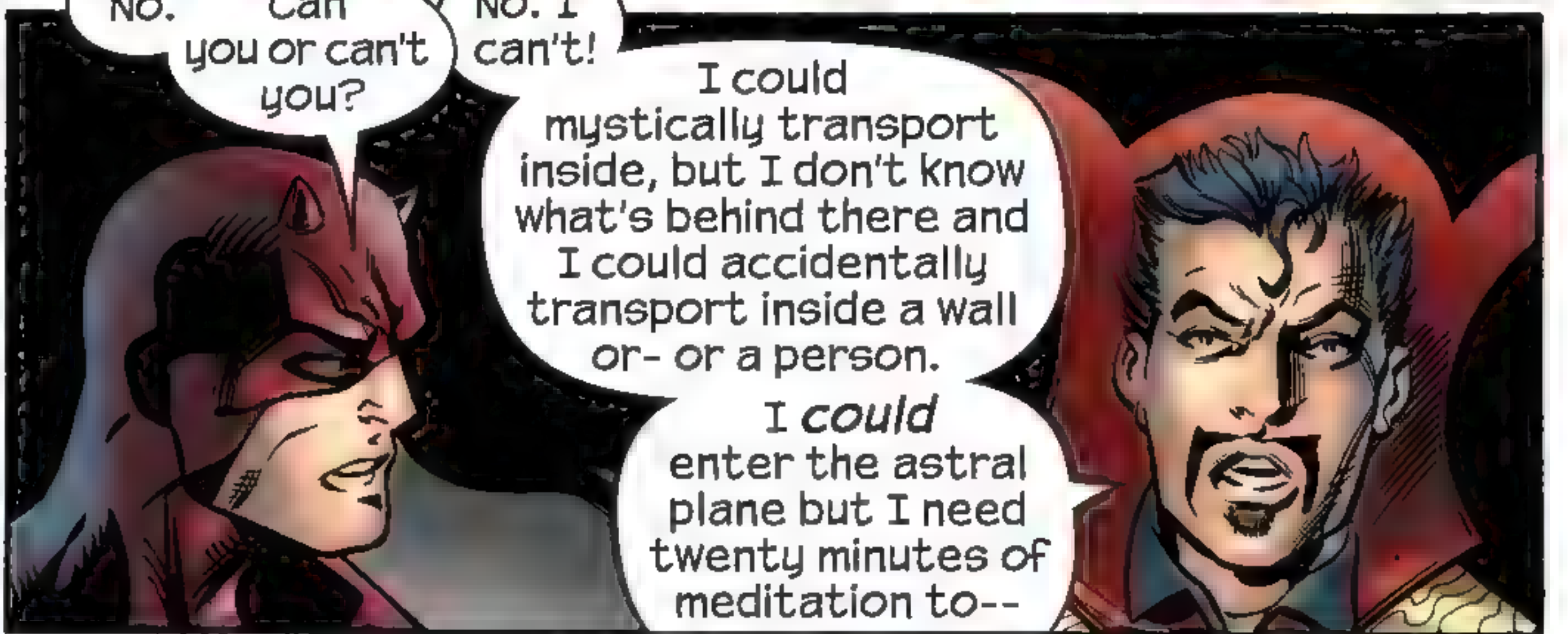
This was my father's.



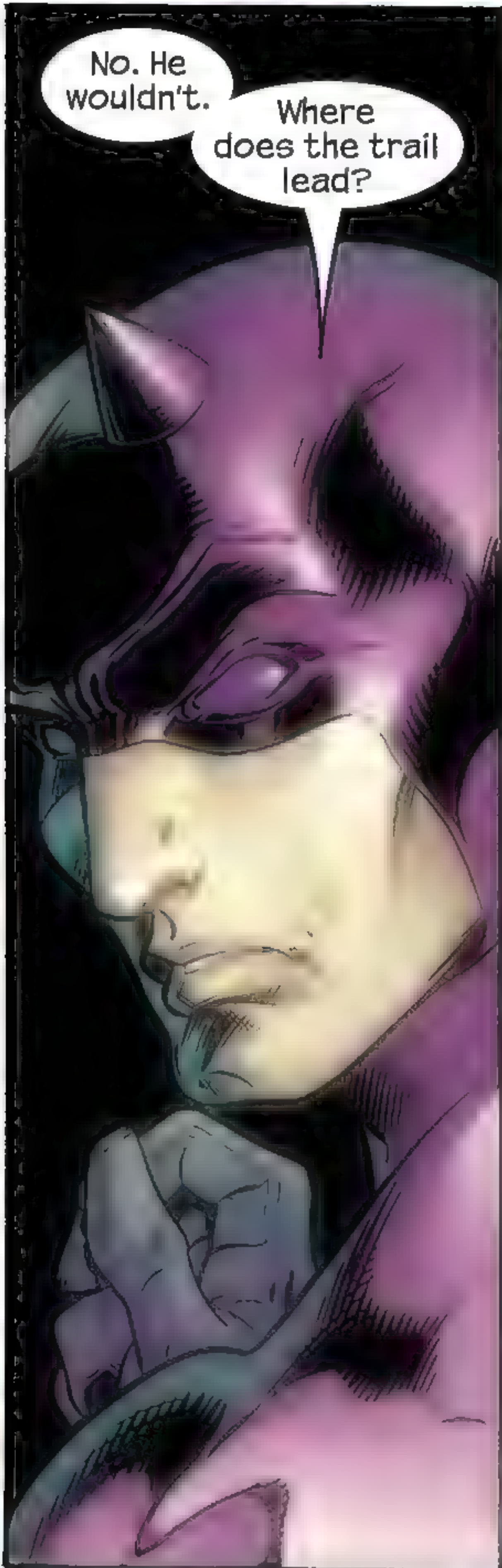
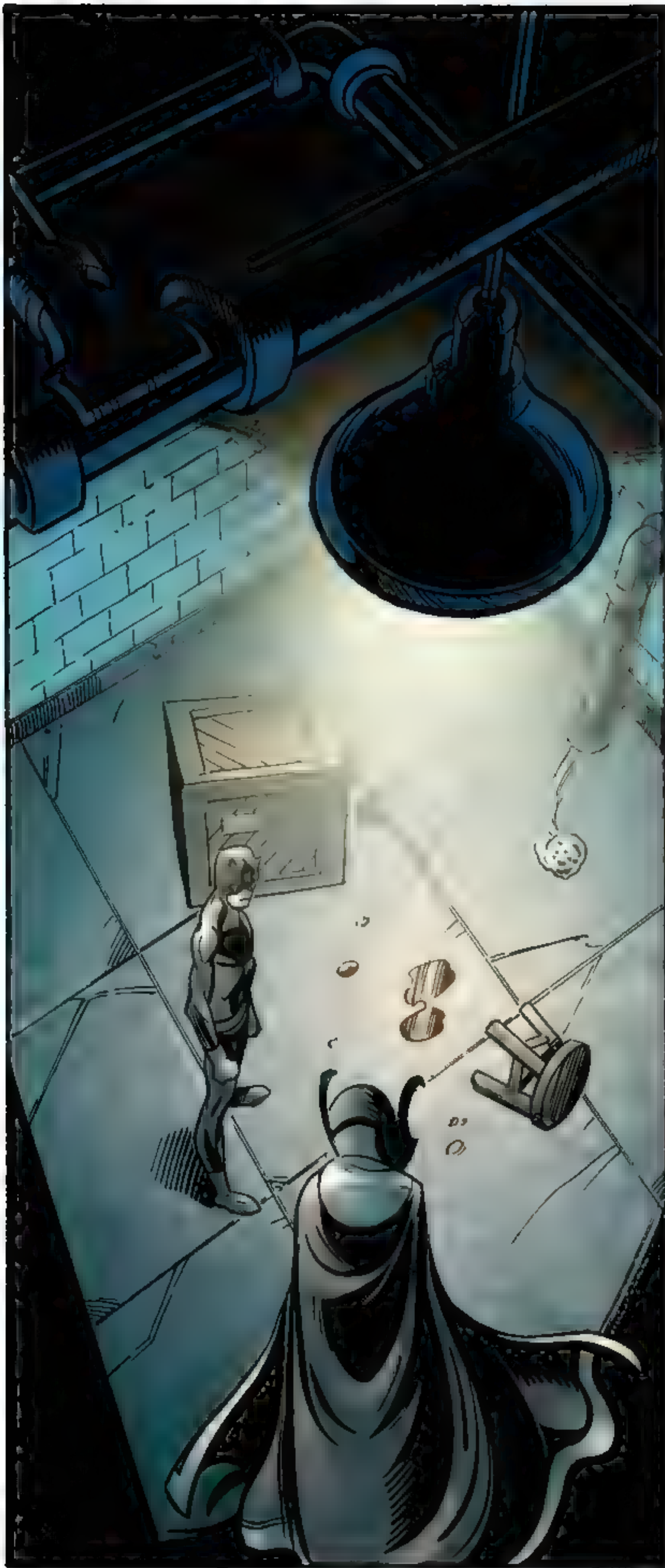
Where?

There.









No. He wouldn't.

Where does the trail lead?

It stops here. They got in a car and left. I can't follow it.

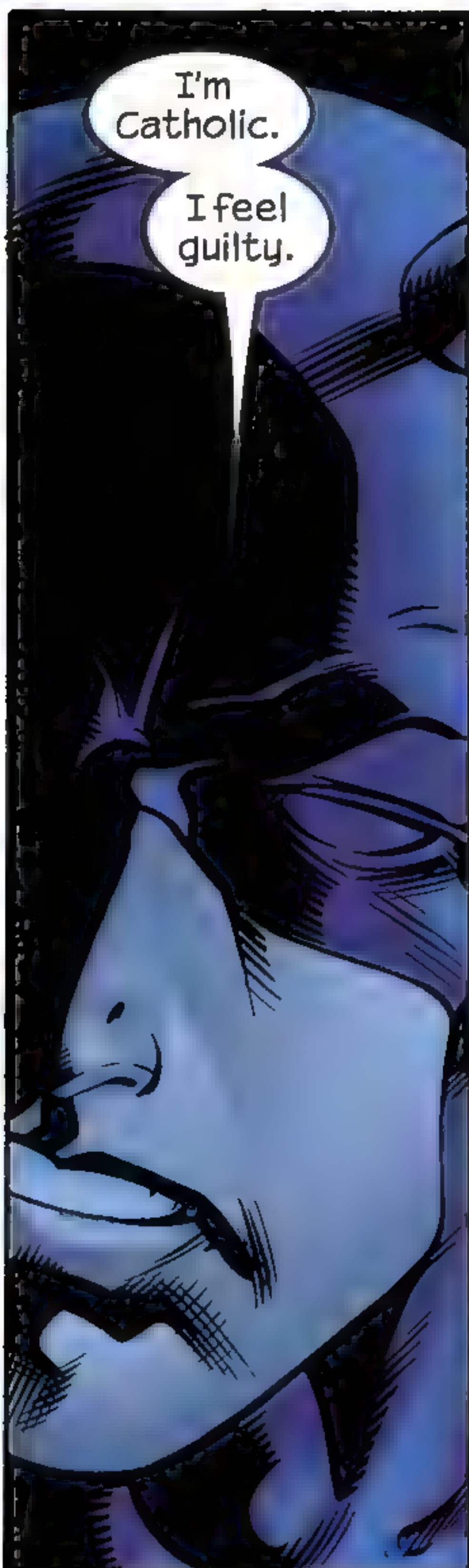
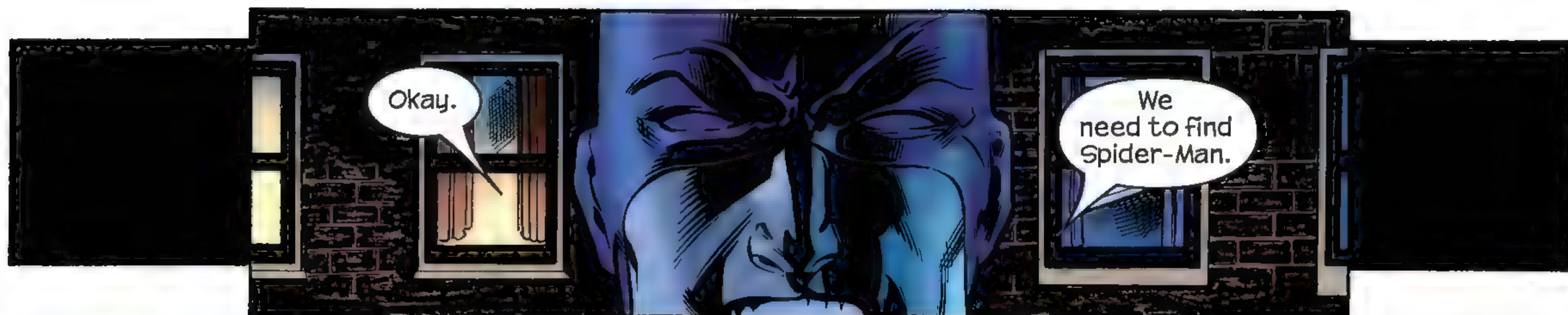
But they left the kid.

(That's so odd.)

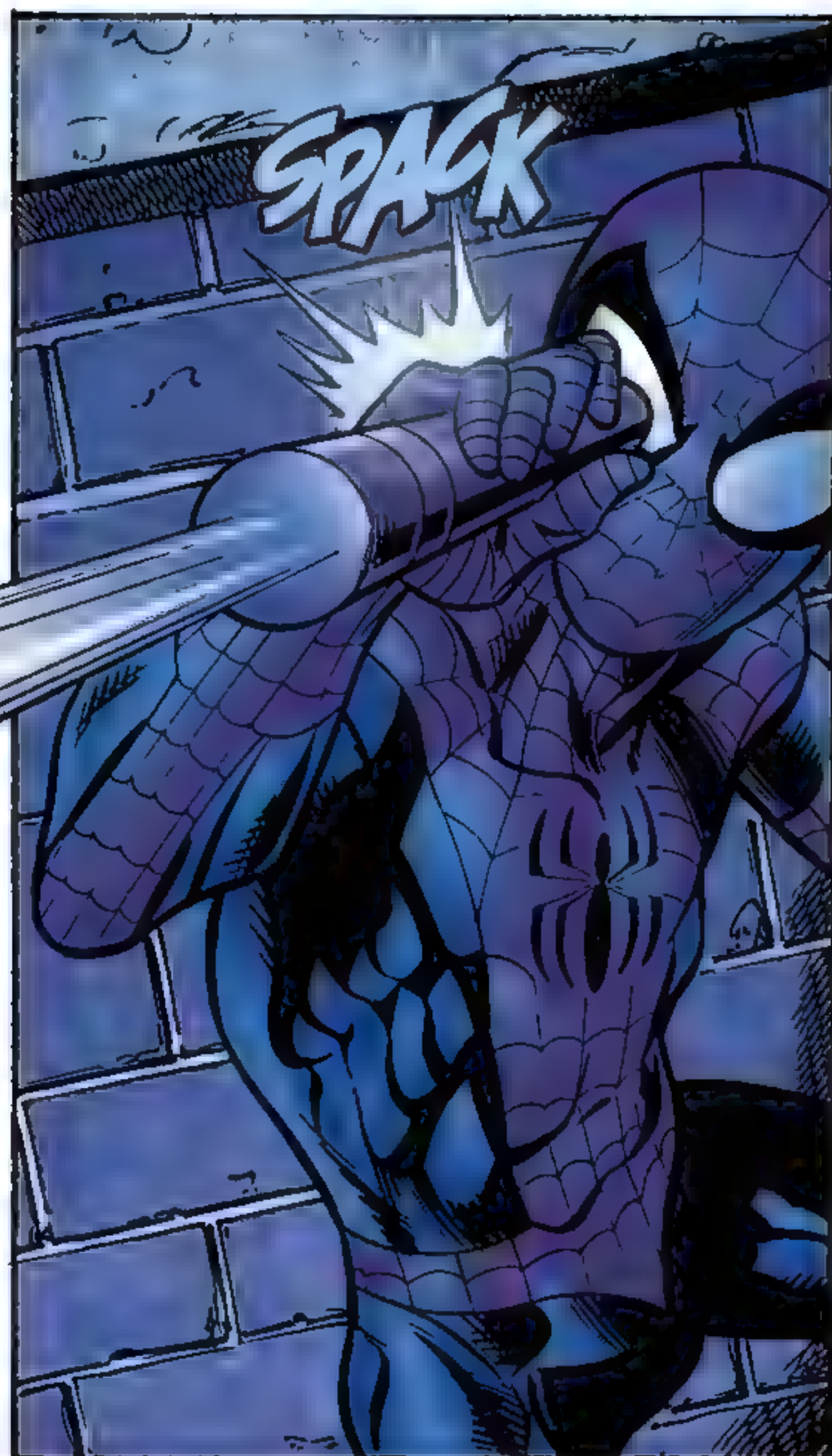
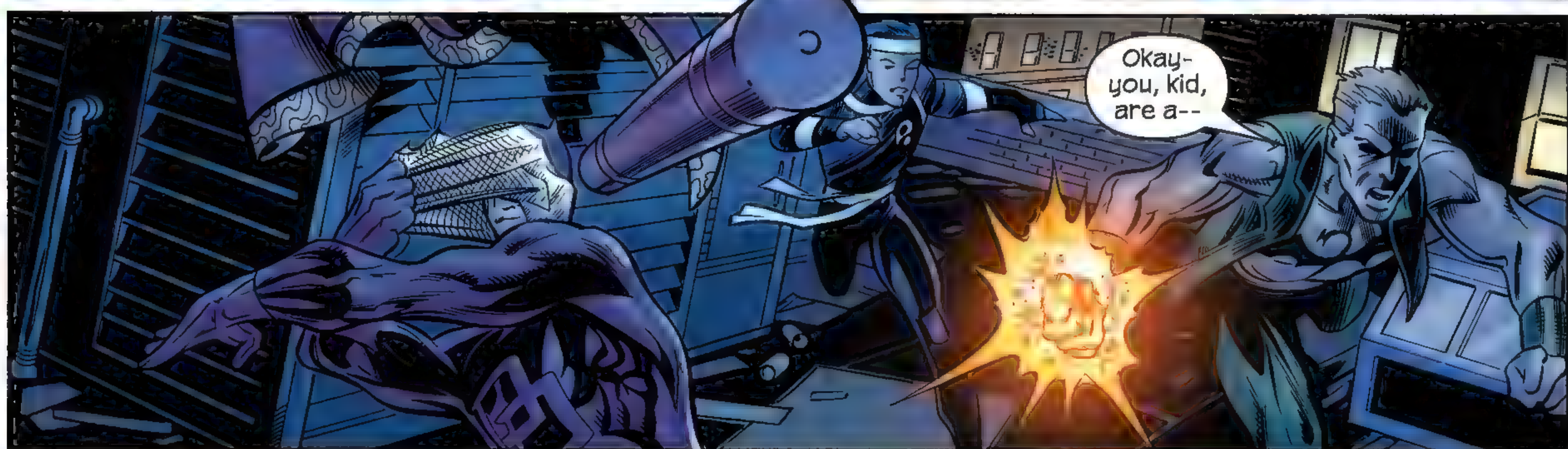
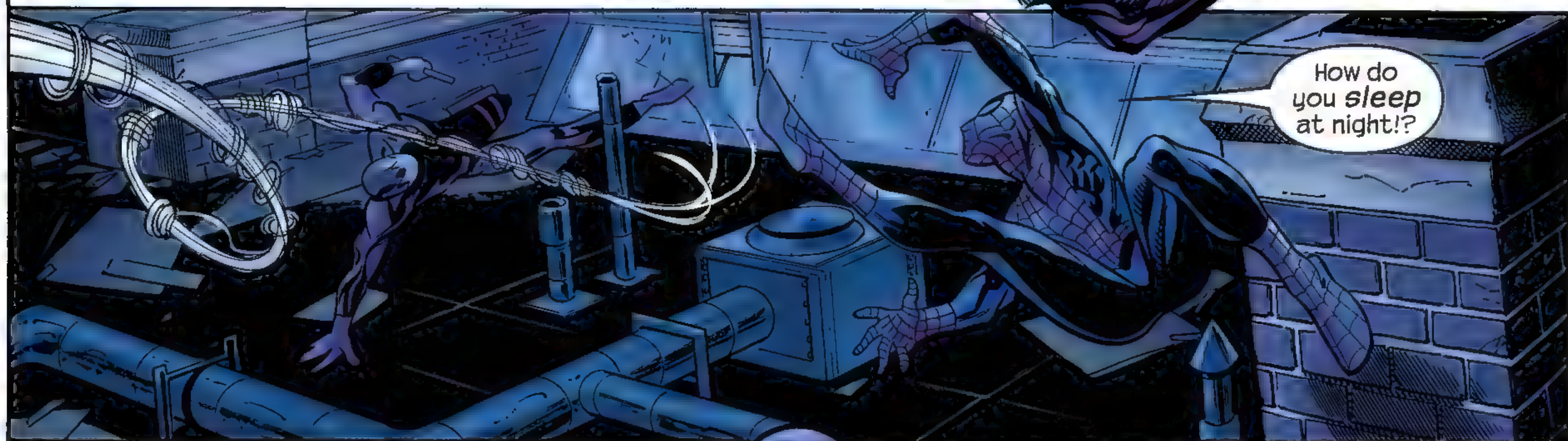
Let's get the rest of the group together and make a plan.

I'll go to Queens, see if I can find the kid.













What is wrong with you??

There's nothing wrong with me that throwing him off a subway platform wouldn't fix!

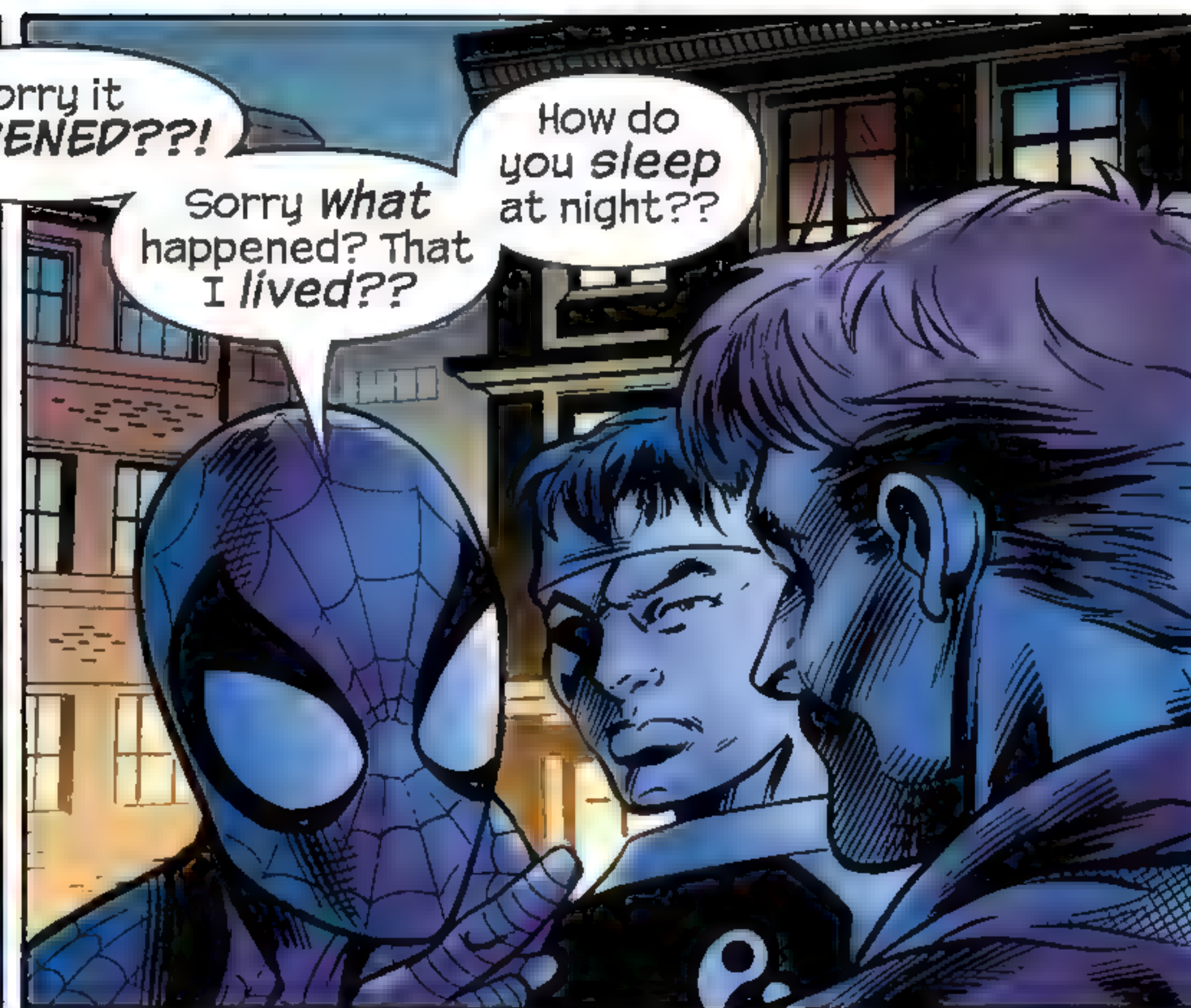
Kid, you better--

How could you??

How could you go so out of your way to be such a piece of garbage???



I'm sorry this happened. It wasn't what I meant to happen.



Sorry it HAPPENED??!

Sorry what happened? That I lived??

How do you sleep at night??



Listen, okay? I had no idea Moon Knight was that much of a renegade!

I had pretty good information on him, and I thought he'd--



I don't care about him!!

Put him down!!

Whoah!!

How could you sell your soul to that disgusting piece of crap, Fisk???



How much did he pay you to screw with us and then sell us out??

I really want to know. How much does it cost to completely lose all sense of self-worth and--??

What?



What are you talking about?

Please!!

I'm going to find out who it is I need to report you to.

I'm going to Nick Fury!! I'm going to- to someone!!

And I'm going to have you locked away!!

"Attorney-at-law!"



What are you talking about???

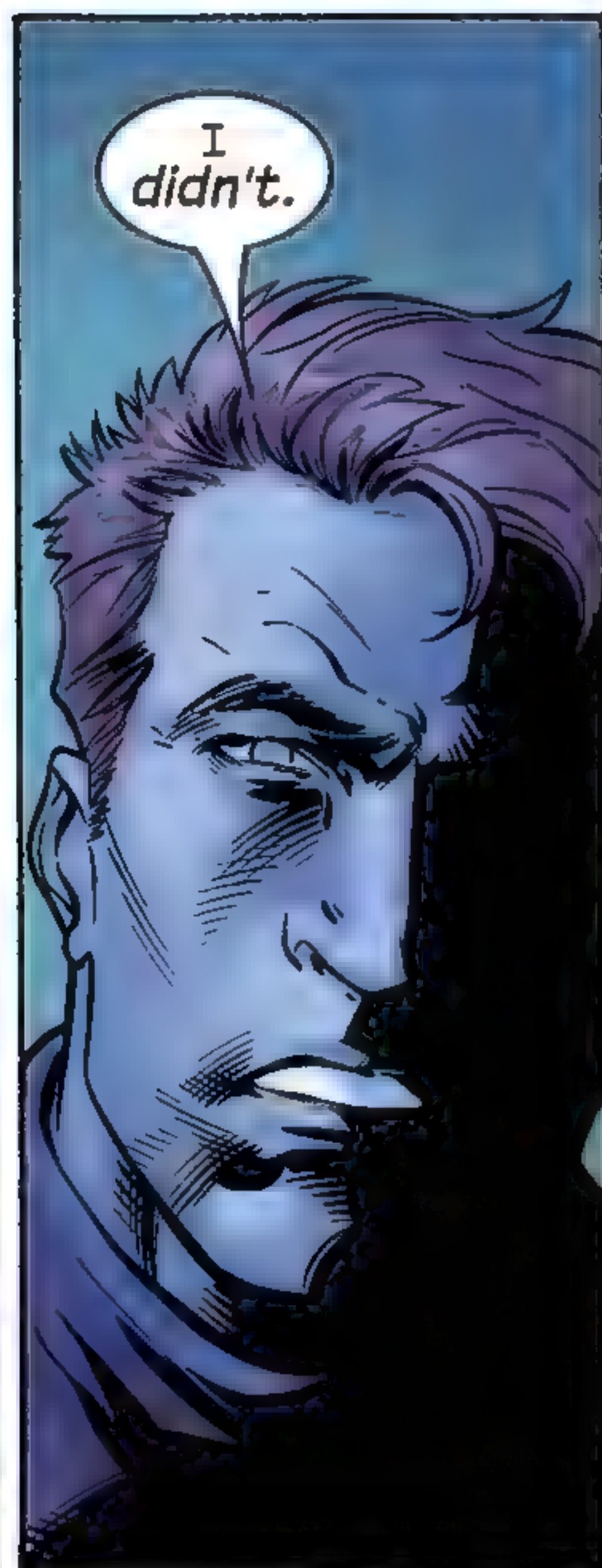
What are you talking about?



He sold us out, man!!

**THIS WHOLE THING IS A JOKE!!**

It's "costumed suckers on ice" and it's all for Fisk's fun and games.



I didn't.



He knows all about us!!!

He knows you put us together. He was all over it.

And he told me to tell the rest of you guys to stop it or he's coming after you all next!!



Me? No.

I get a pass because he owns my copyright!!

But the rest of you are dead, except for you, who is his lawyer, Matt Murdock.

Stop it!!

He knows- he knows who I am?



He told you my name is Matt Murdock or you told him??

Stop it!! Stop it!!

This is important!! Did he tell you my name or--??





Whoah!!

What was that?!!

My law office.

What?



Let's go!!

There's no one there.

It's closed for the night. Everyone went home.

Let it burn.



But--

The fire department is on its way.

I'm not going to run around my office screaming at the wind.

Because that's *exactly* what he wants me to do.



He killed my father.

I don't know if you can relate to this at all but--

--but this man- in his rise to power- killed my father because he wouldn't throw a boxing match.

He killed my father.



I brought you here to help us climb a mountain that we as individuals cannot climb.

I want, before I die, to have done one thing...





To bring him to **Justice**.

Because that is the **only** revenge that will **mean** anything.

He doesn't **believe** in justice **or** the law.

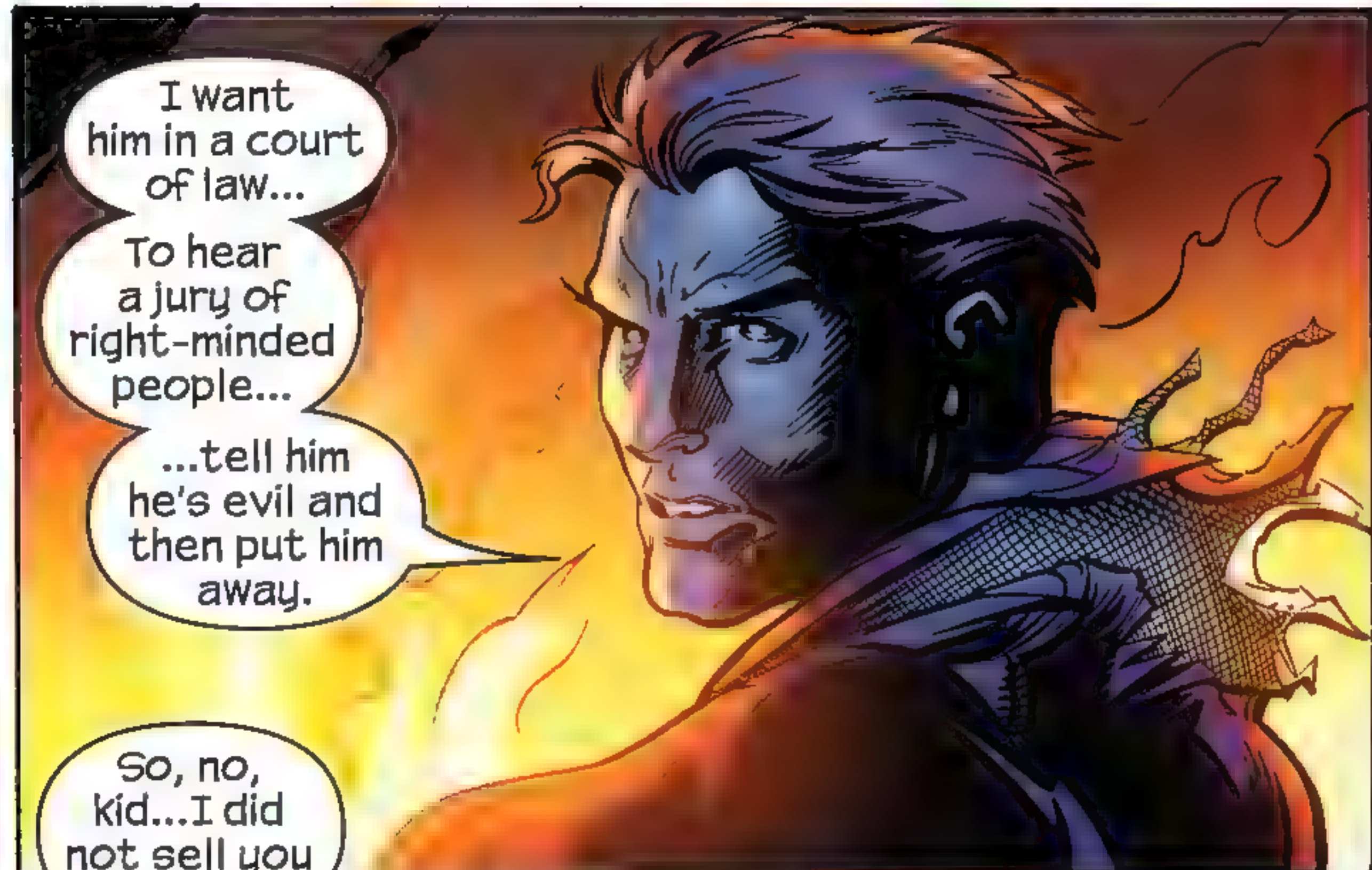
He doesn't believe he can be punished.

He believes he is **allowed** to do what he is doing.



And as much as I want to wrap my hands around his throat and watch him die...

It won't **mean** anything.



I want him in a court of law...

To hear a jury of right-minded people...

...tell him he's evil and then put him away.

So, no, kid...I did not sell you out.



He told you- I **think** he told you that so you'd come over here and sock me in the face.

Another little win for him.

Well, he knows who you are and he knows what you've done.

So somebody told him something.



Moon Knight did.

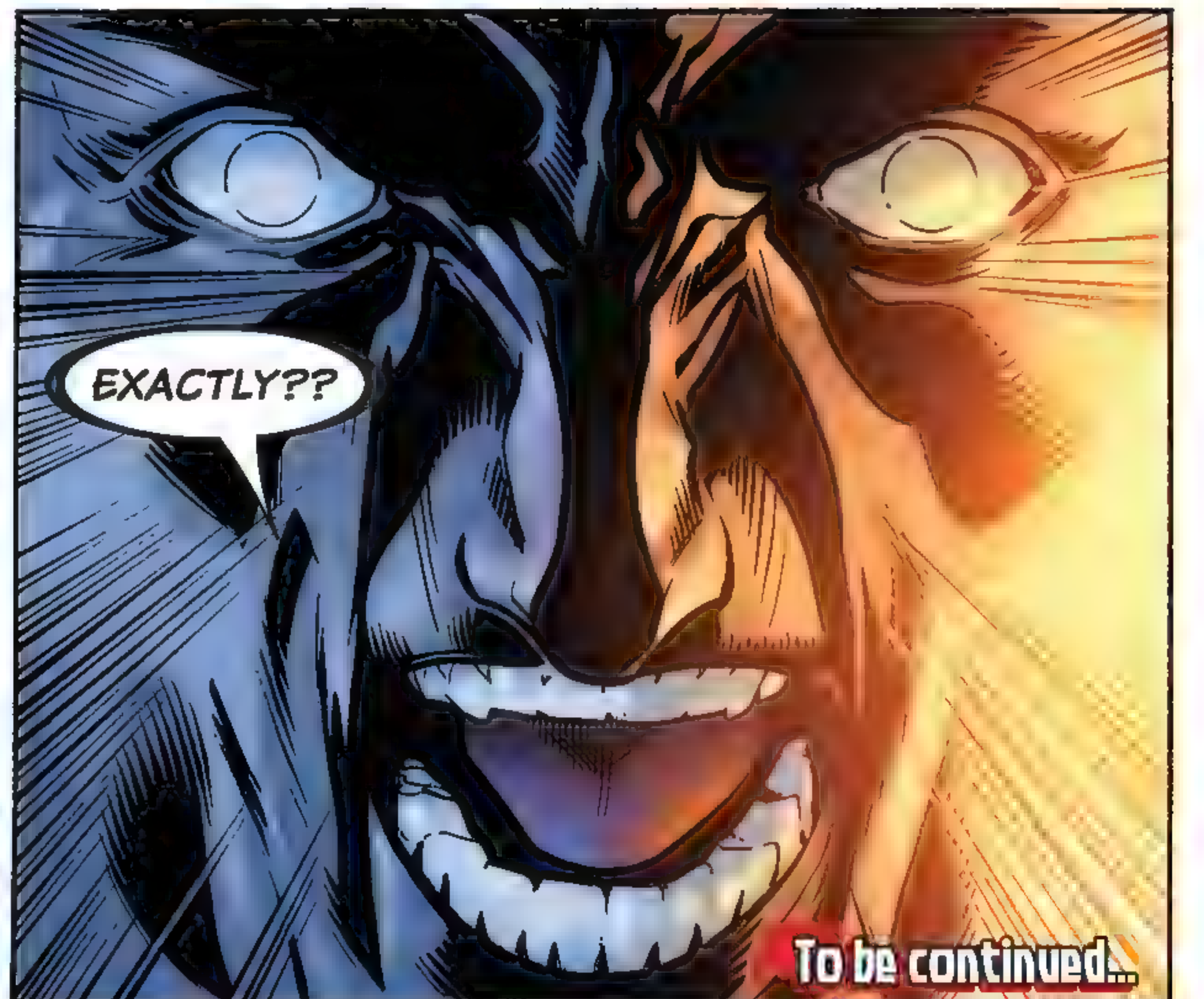
Well, I don't think he and the Kingpin were in cahoots, as he spent the better part of my homework time beating the guy in front of me.

Doesn't mean he didn't betray **us**.



Trust me, me and that Moon Tard are going to have some words, but I don't think he did it.







# ULTIMATE SPIDER-MAN®

ISSUE

110

ULTIMATE KNIGHTS: PART 5



**MARVEL**

**BENDIS  
BAGLEY  
HENNESSY  
PONSOR**

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# PREVIOUSLY IN ULTIMATE SPIDER-MAN...

The bite of a genetically-altered spider granted high school student Peter Parker incredible, arachnid-like powers! When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He learned the invaluable lesson that with great power must also come great responsibility...

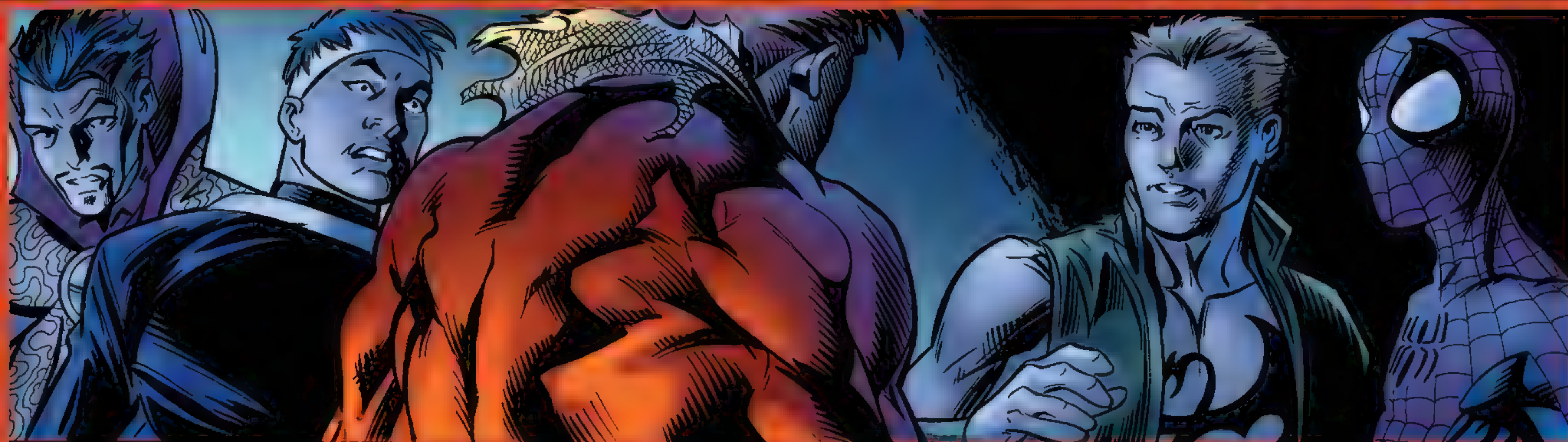
Now the fledgling super hero tries to balance a full high school curriculum, a night job as a web designer for the Daily Bugle tabloid, a friendship with the beautiful Mary Jane Watson, and swing time as the misunderstood, web-slinging Spider-Man.

The costumed hero called Daredevil shows up at Peter's school—in the guise of Daredevil's alter ego, lawyer Matt Murdock—and offers Peter an opportunity to plan the downfall of Wilson Fisk (a.k.a. the Kingpin of Crime). Since gaining his powers, Spider-Man has had several confrontations with the red-clad DD...and they are not friends.

But Peter is less a friend of the Kingpin, and is intrigued enough to follow DD to his super-hero meeting. The group—which also includes Iron Fist, Shang-Chi, Moon Knight, and Dr. Strange—plans to send Moon Knight in as a new hit man for the Kingpin...and then take the organization down from inside. Unfortunately, Moon Knight suffers from a massive multiple personality disorder, and takes his role of Ronin too seriously—immediately following the Kingpin's orders to capture Spider-Man.

The Kingpin informs Peter that all the merchandising rights to Spider-Man are owned by Fisk himself. Every time Spider-Man does something heroic...Kingpin makes money. Kingpin then subdues Ronin/Moon Knight, revealing that he is aware of the duplicity, and has stayed one step ahead of the heroes—because Matt Murdock is on his payroll!

When Spidey is set free, he confronts the other heroes with this news...only to watch as Murdock's law office explodes in a ball of fire. Murdock wasn't the traitor—it was Iron Fist. But watching his life burn in front of him, Daredevil is pushed over the edge...



# ULTIMATE KNIGHTS

Conclusion

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Bendis**  
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Bagley**  
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**Drew  
Hennessy**  
INKER

**Justin  
Ponsor**  
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LETTERER

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**John  
Barber**  
ASSOCIATE EDITOR

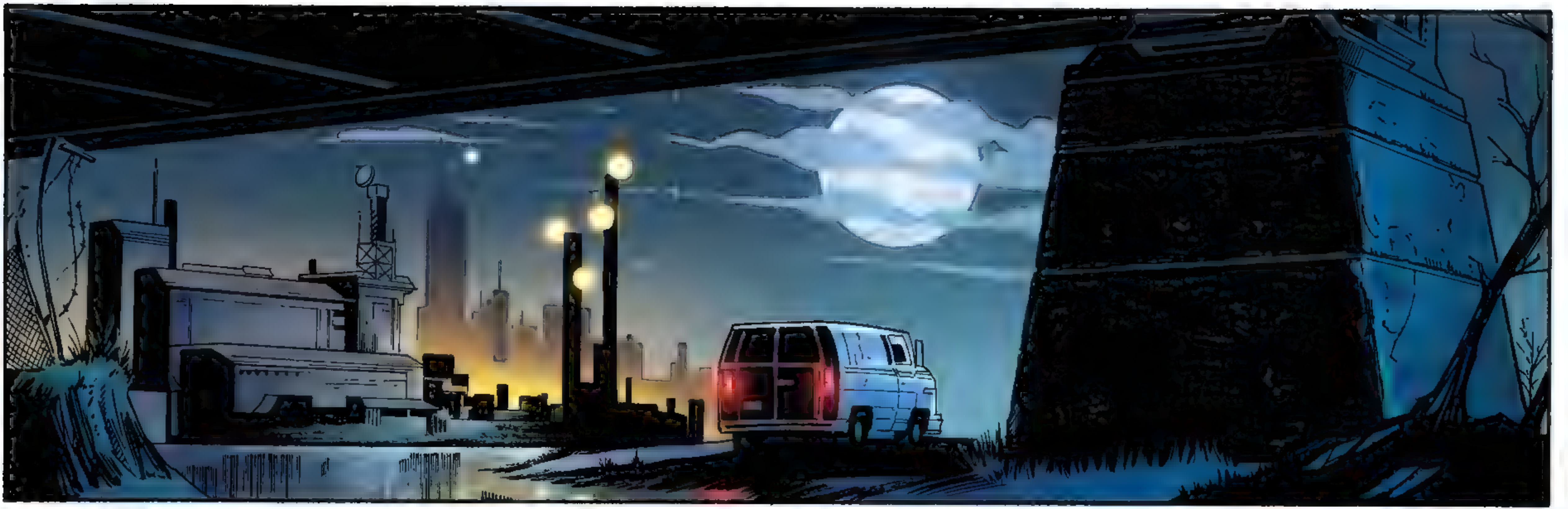
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Macchio**  
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**Joe  
Quesada**  
EDITOR IN CHIEF

**Dan  
Buckley**  
PUBLISHER

Cover: Mark Bagley & Richard Isanove











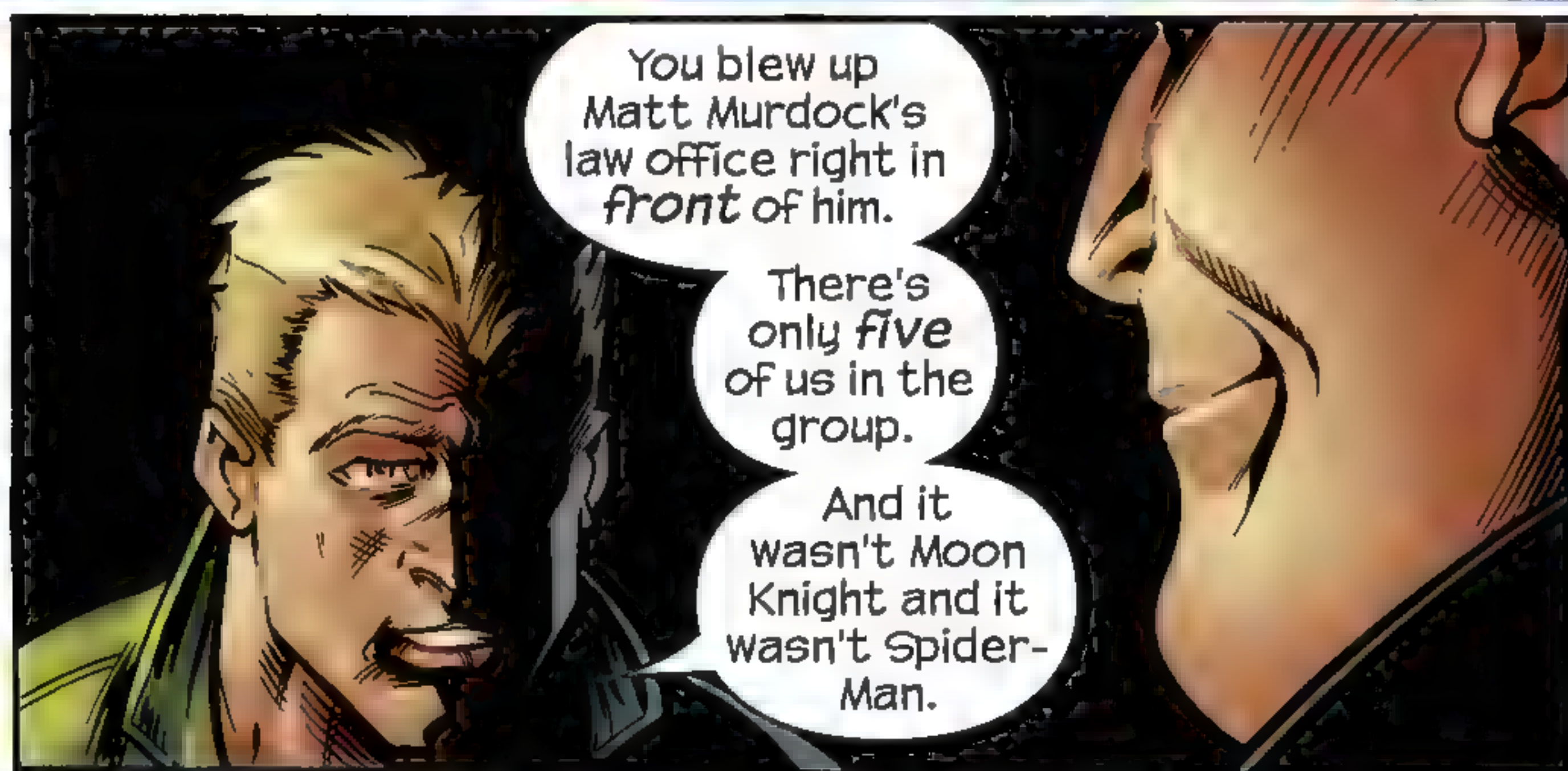


It's *my* fault, Fisk.

I should have known you would push them too far.  
You can't *help* yourself.

What happened?  
What *happened?*  
You turned your *cards* over!!

You let them know you had a man on the inside.  
What did they do?  
What did they do??



You blew up Matt Murdock's law office right in *front* of him.  
There's only *five* of us in the group.  
And it wasn't Moon Knight and it wasn't Spider-Man.

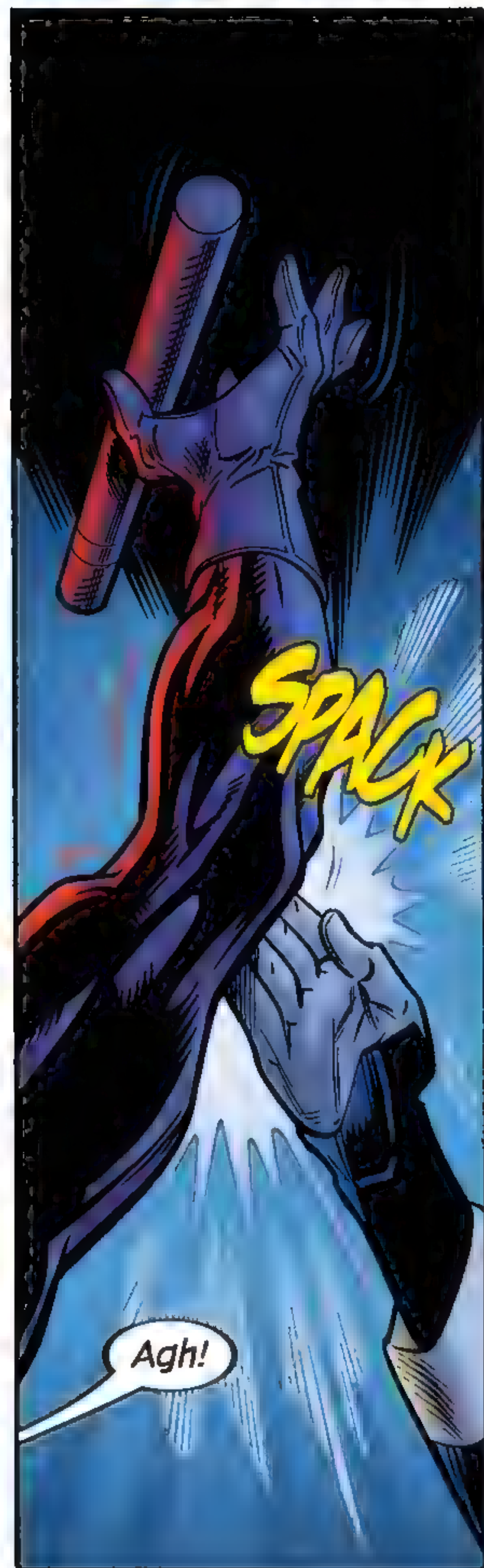
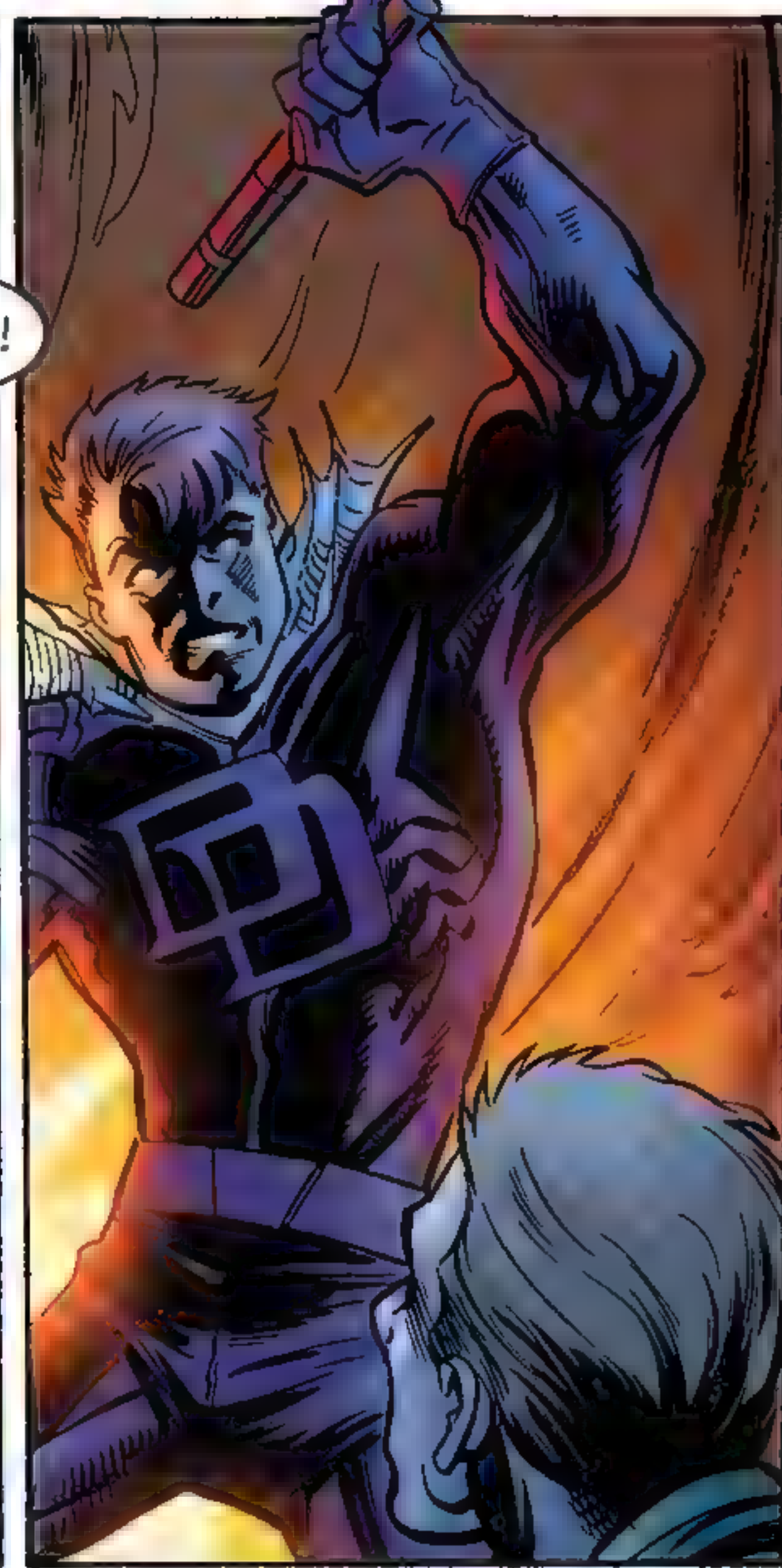


How *hard* do you think it was going to be to figure out who sold him out??



"How exactly did he know it was you?"









Everyone needs to calm down! Okay? I mean, come on...

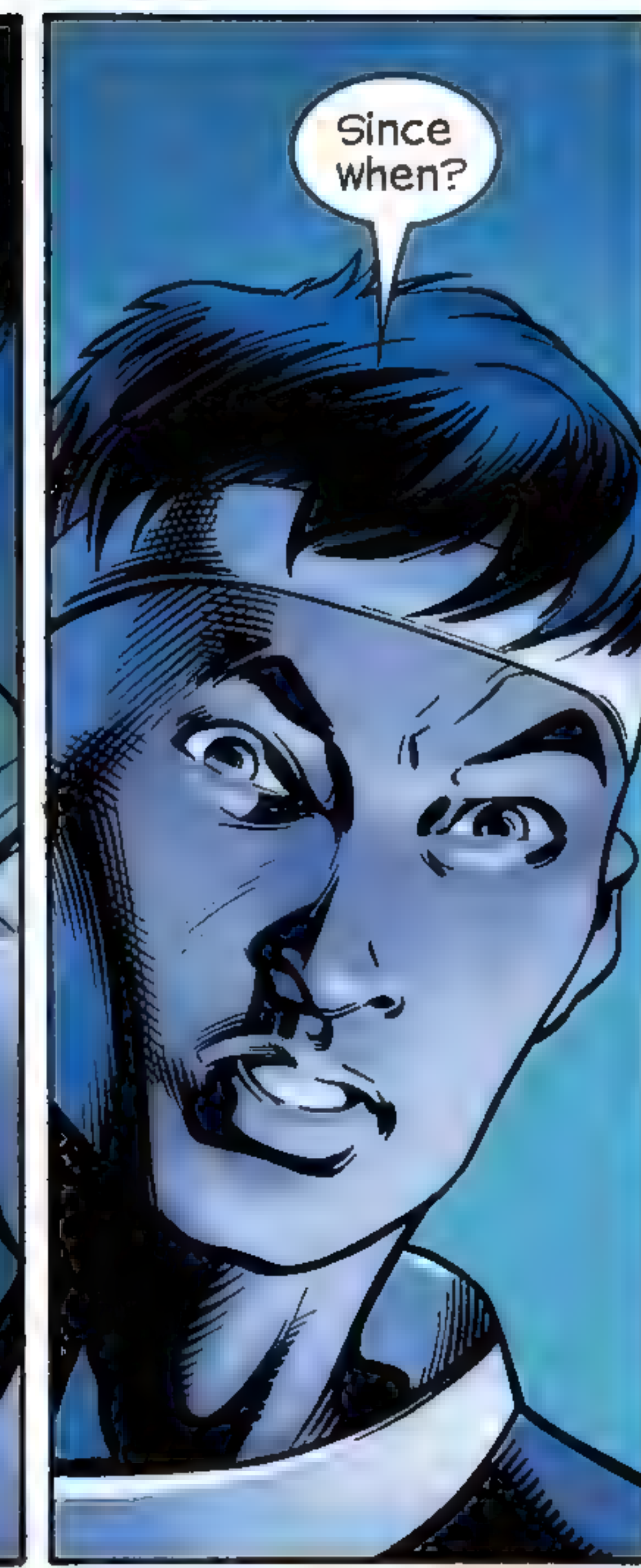
Danny, why does he think you could possibly...?



Danny?  
I brought you to this.



I have a daughter.



Since when?



I have a kid with a girl named Colleen.  
Kingpin found out. Had some goons visit her day care.  
They pinned a note on her for me to come see him.



How would Kingpin know you had a kid when I didn't?

He has extensive files...on all of us.

He's digging. He's out to get us as much as we were out to get him.

Through you.

And now he's gotten to us.



Through me.  
So, yes, I went to him.

But I was going to kill him. I was.  
I imagined it in my head. I- I was so sure I could do it.



But- but I couldn't...  
I couldn't be someone's father and in jail.

My kid. Jail. I couldn't go to jail again.  
I couldn't risk the life of my child. He had me.



You told him my name!!



Yeah. I picked the life of my daughter over yours.



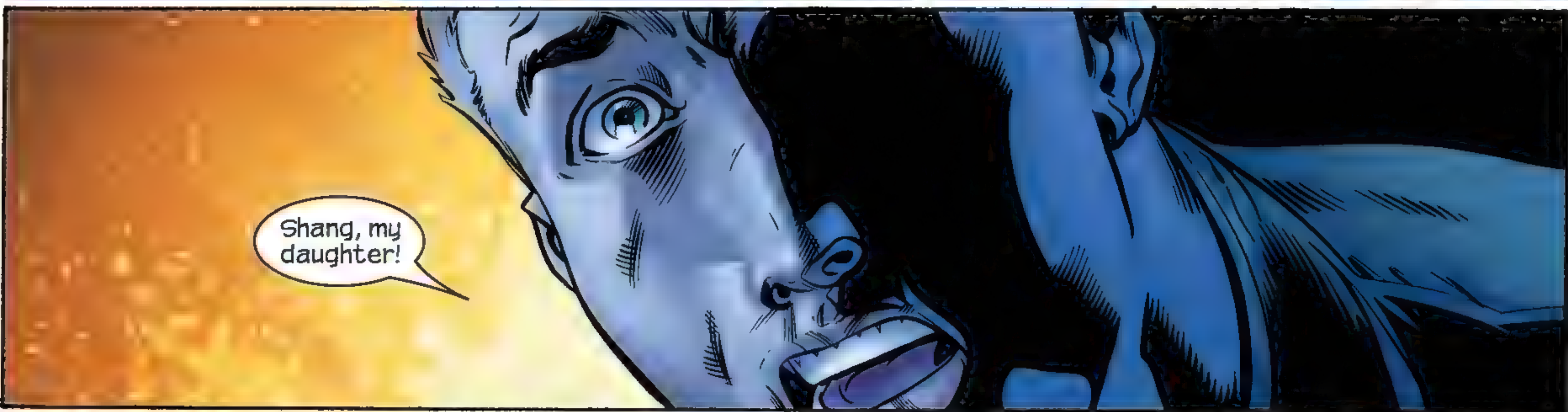
And you told him our plan. And you told him about Moon Knight. And you had Moon Knight killed!!

We don't know he's dead.



Did you tell him my name?







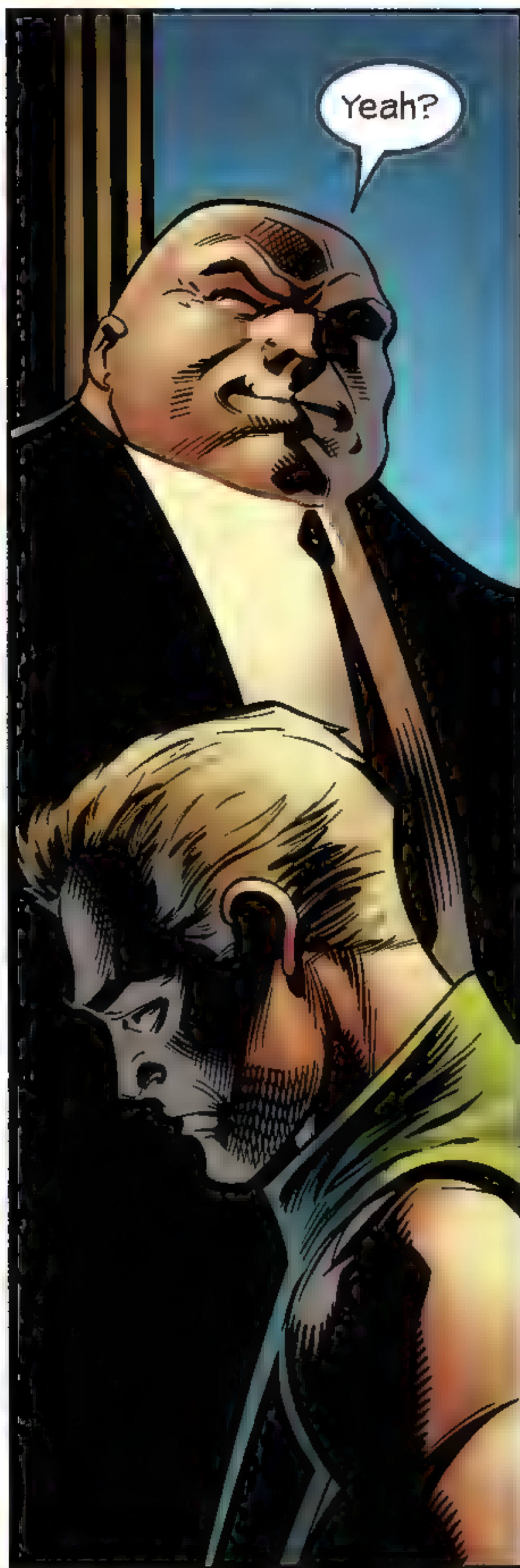


He didn't kill you??

I would have killed you.



No.  
He-  
he gave  
me another  
chance.



Yeah?



He wanted  
me to come  
here...  
And  
distract  
you.



Daredevil  
said--



"He said you took  
something from him.  
You took his home.

"He- he said he  
was going to  
take away yours."

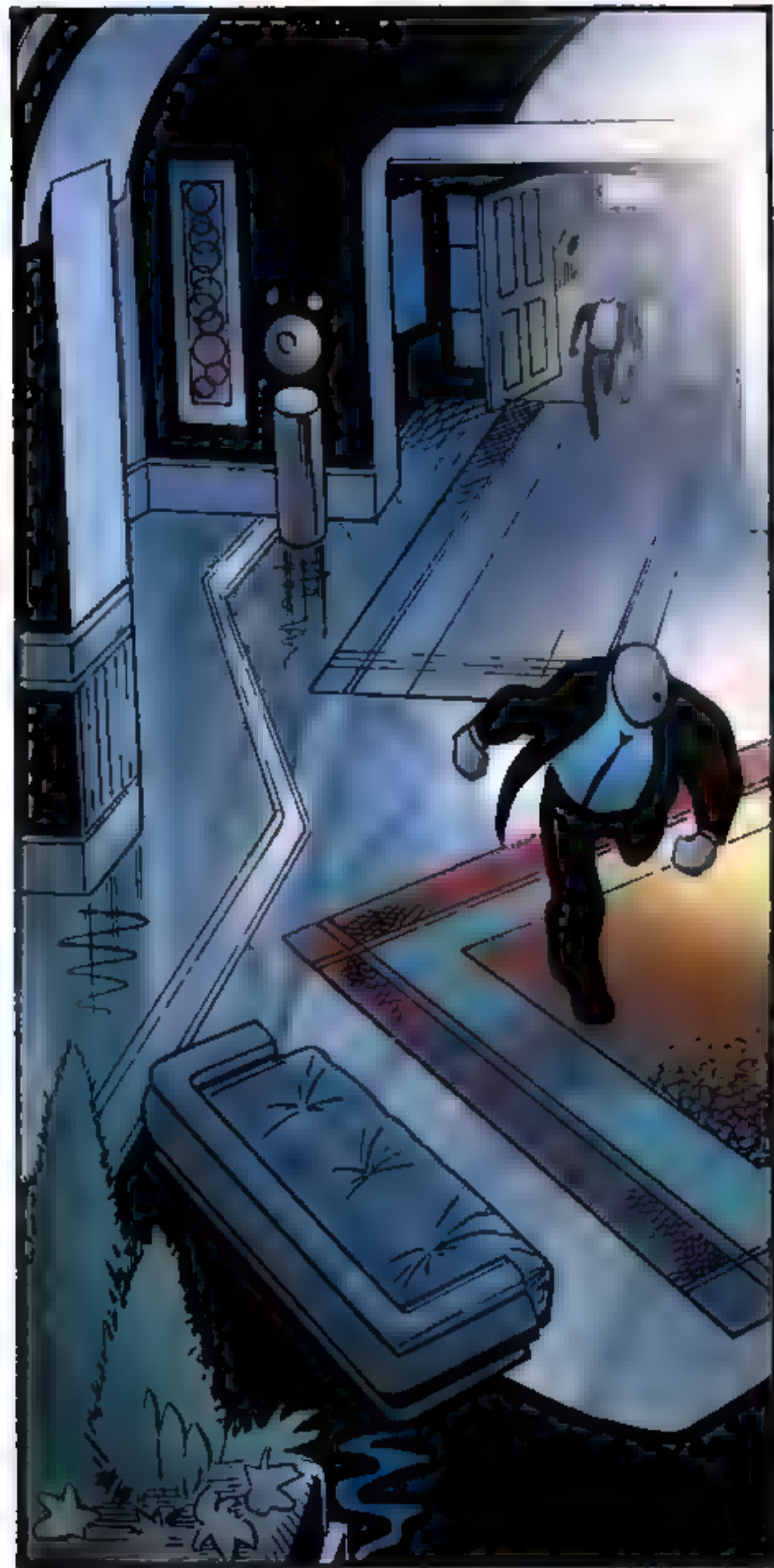
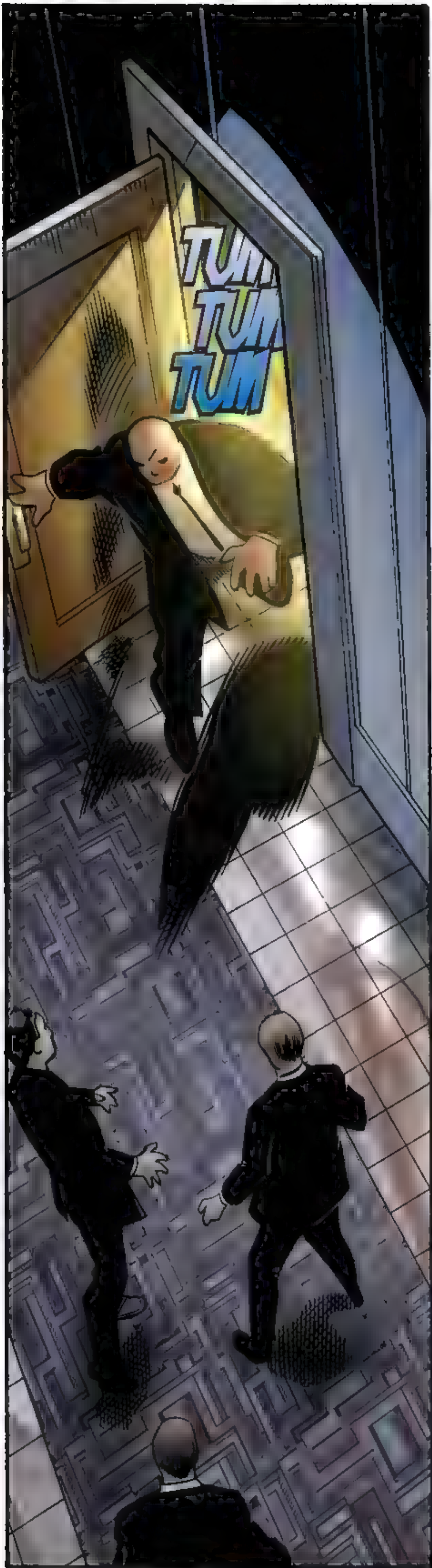
What are  
you going  
to do?



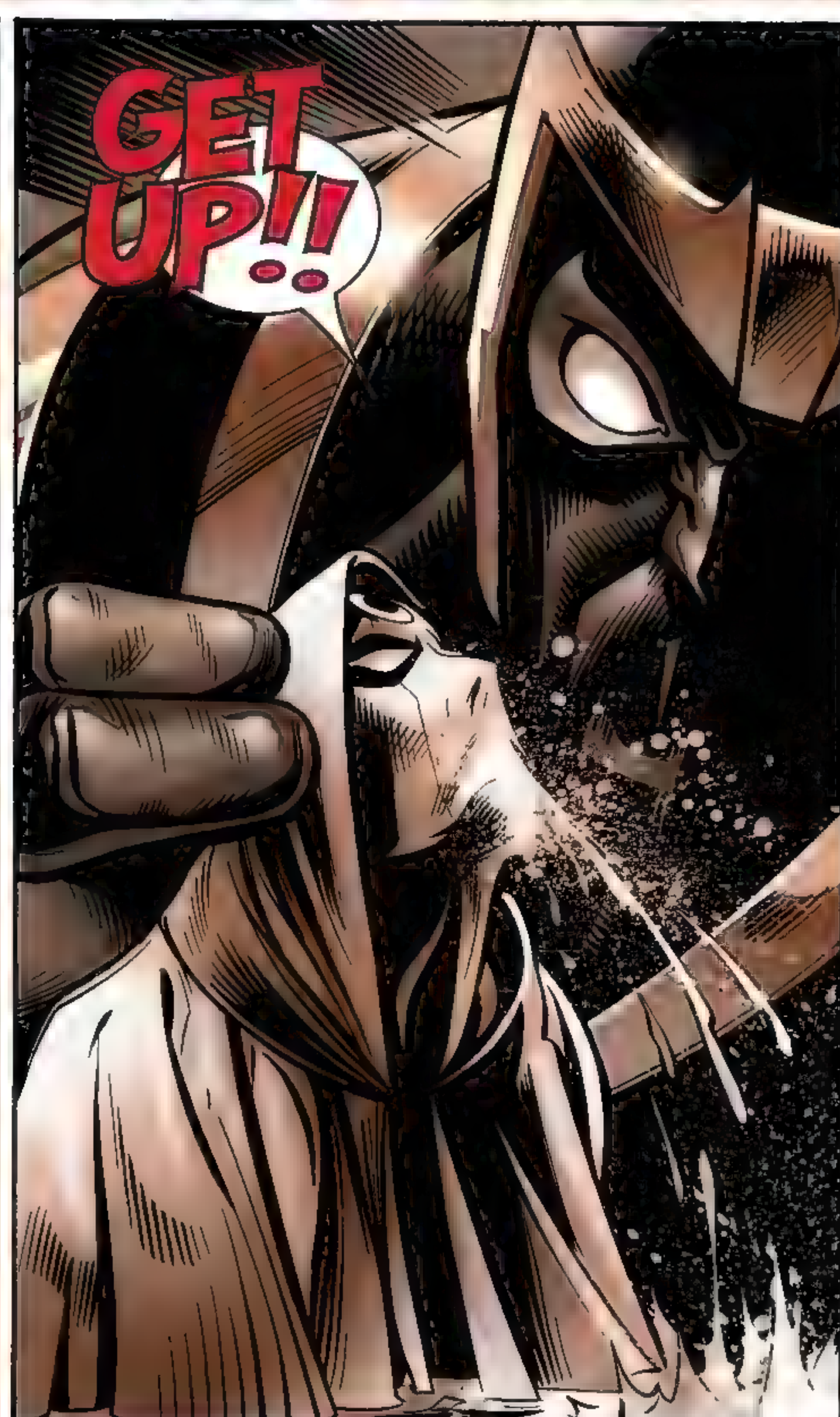
What?

Is- is he  
going to blow up  
the building?















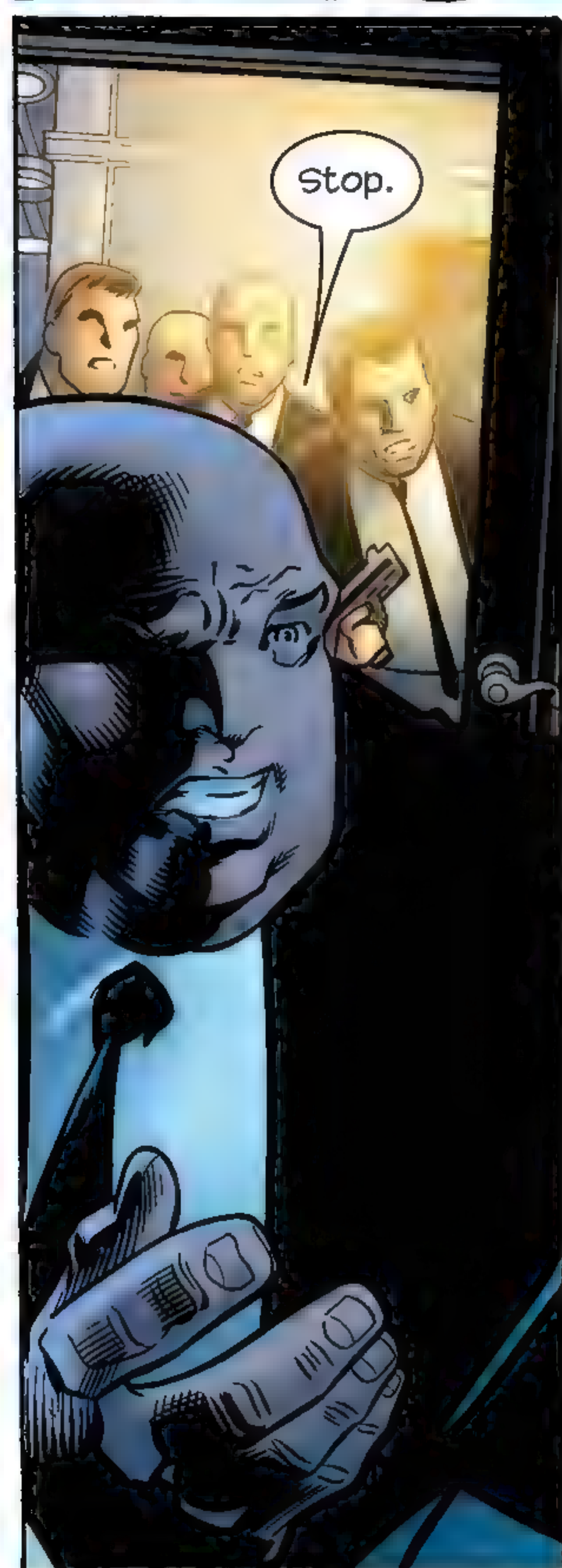


I know all about your wife. Her mystery coma.

I have a theory about it, too.

Could it be that she realized what a *horror* you are...

...and her brain just... shut down?!!



Stop.



Or what? You ruin me?

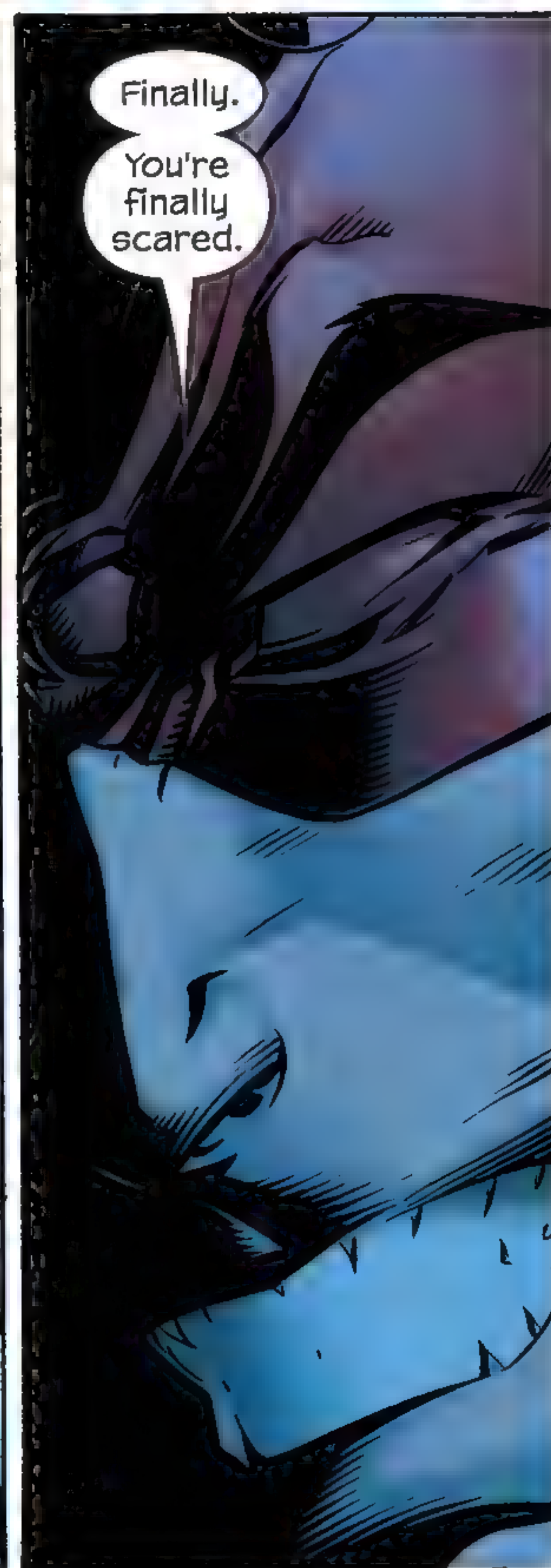
You pushed me to this.

You!!

I could snap her neck. I could do it before you even get halfway to me.



I believe you.



Finally. You're finally scared.



So let's figure out what we're going to do here.



I have to kill you now.

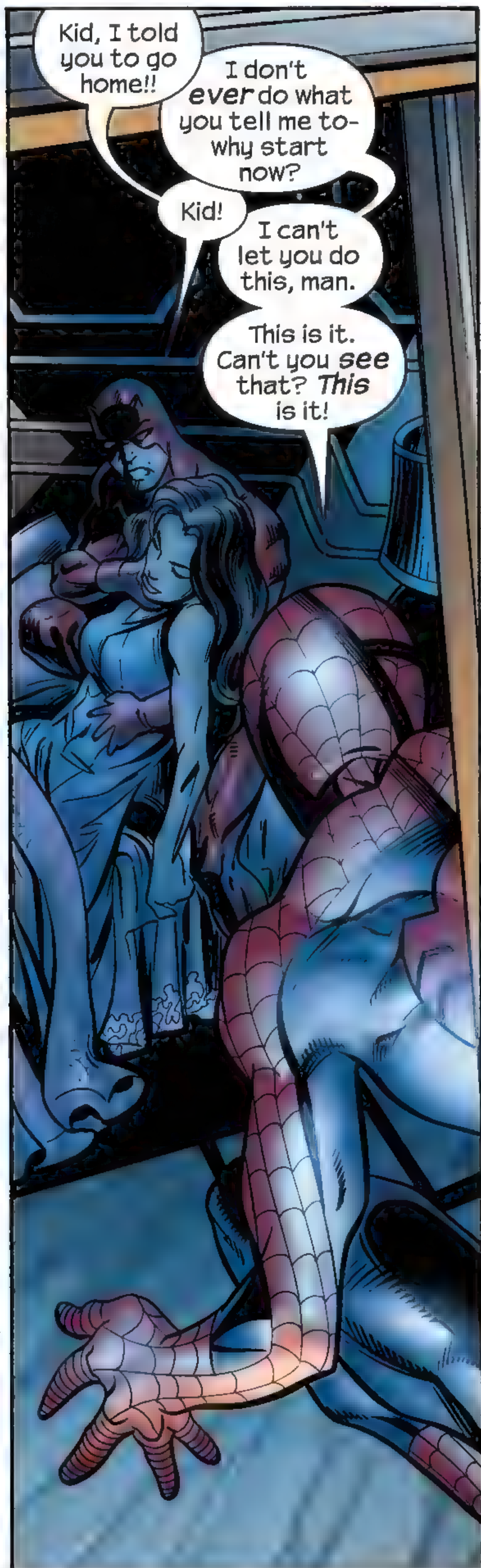
You know who I am.

I have to kill you.





You don't.



Kid, I told you to go home!!

I don't **ever** do what you tell me to- why start now?

Kid!

I can't let you do this, man.

This is it. Can't you **see** that? **This** is it!



I know this feeling. You've got nothing to lose. You **think** you have nothing to lose.

But I'm telling you, **everything** you've done 'til now, it doesn't matter.

**This** is when you find out if you **really** are who you think you are.



And, hey, let me tell you, you're mean and you **are** crazy, but you're not **this** guy.

He's going to kill my friends and family!!



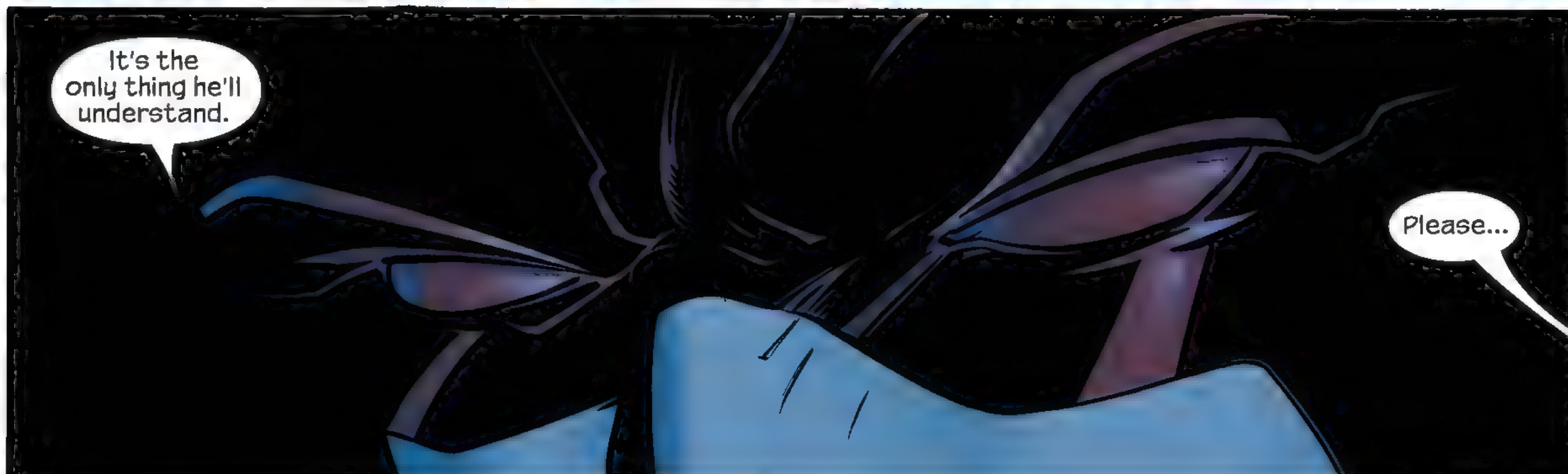
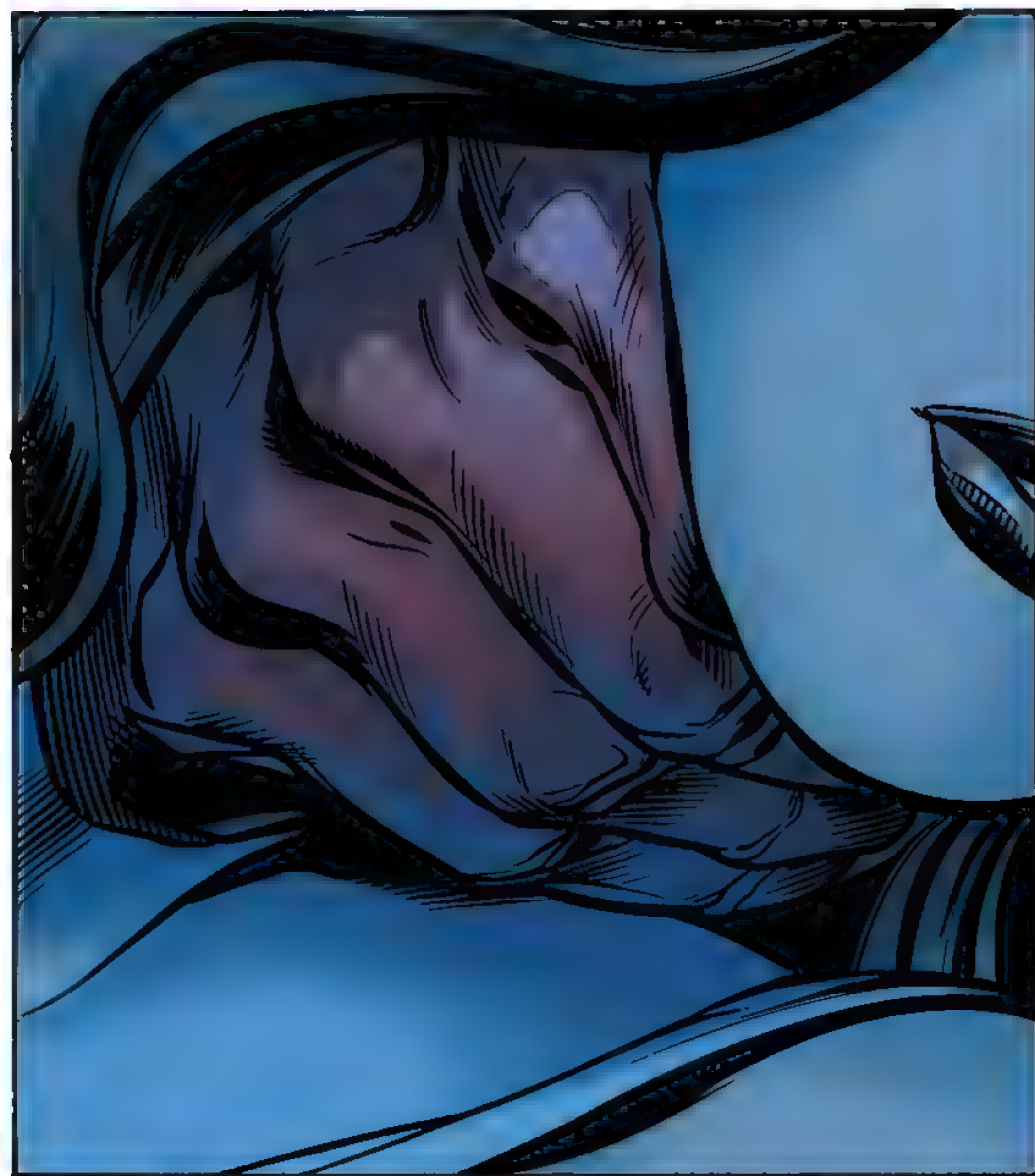
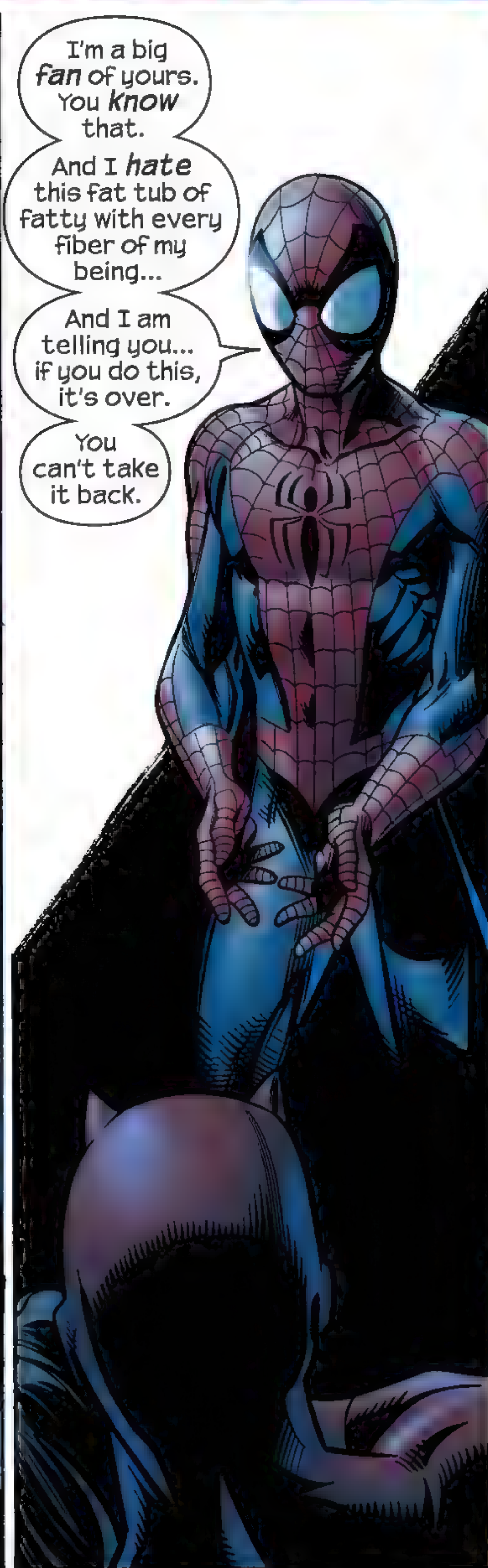
And you're not him.

And that is a sick, helpless woman.

A sick, helpless woman who married **him**, so how much of an angel do you think **she** really is??!!







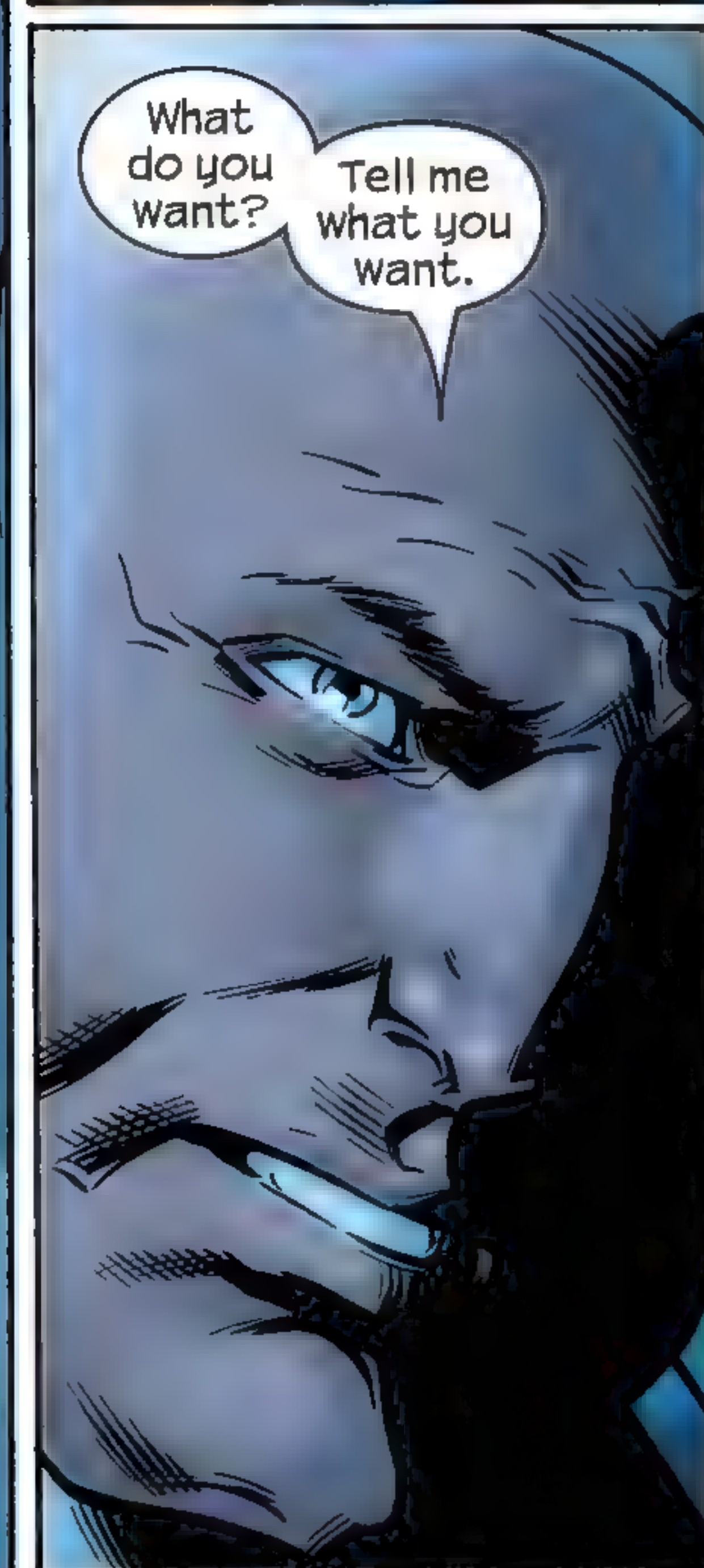




It was just business.  
Don't—  
don't make it personal.



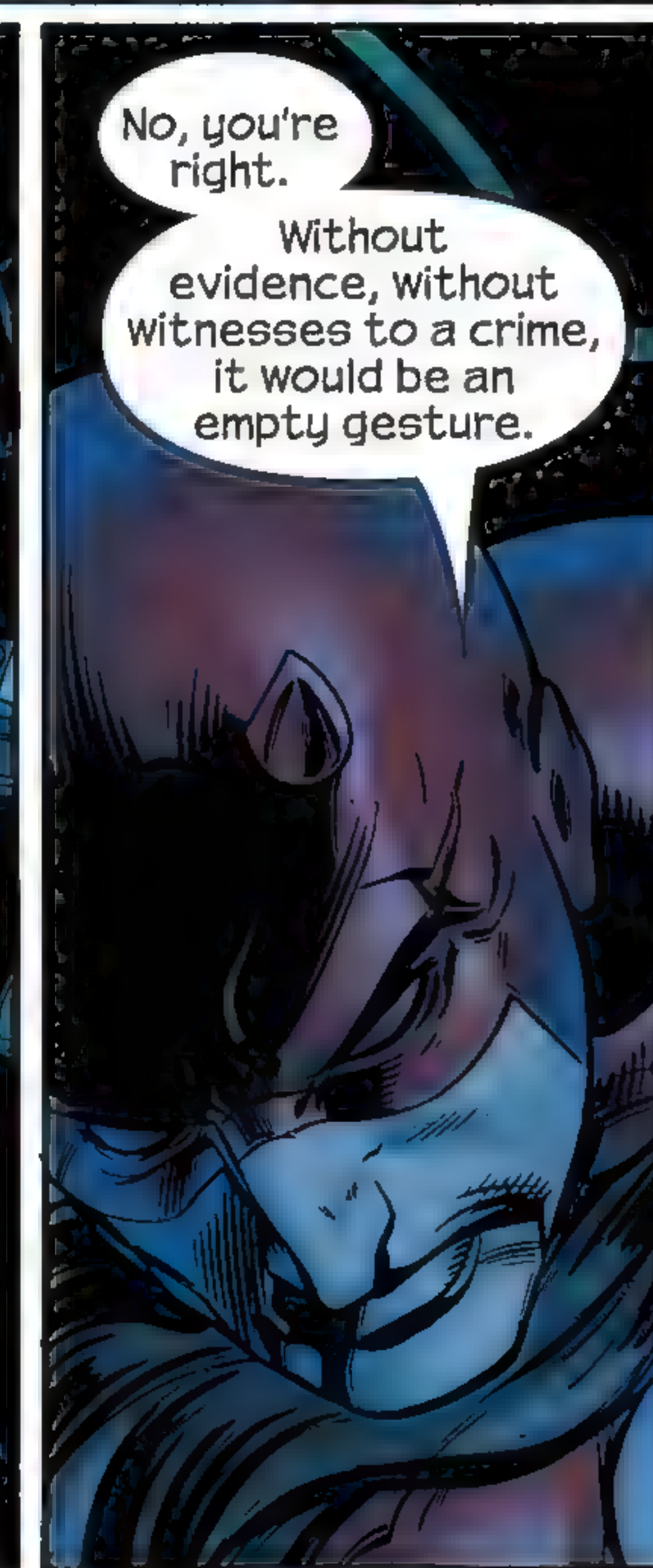
Boy, you really don't know when to not talk.



What do you want?  
Tell me what you want.



Give yourself up.  
He won't do that.



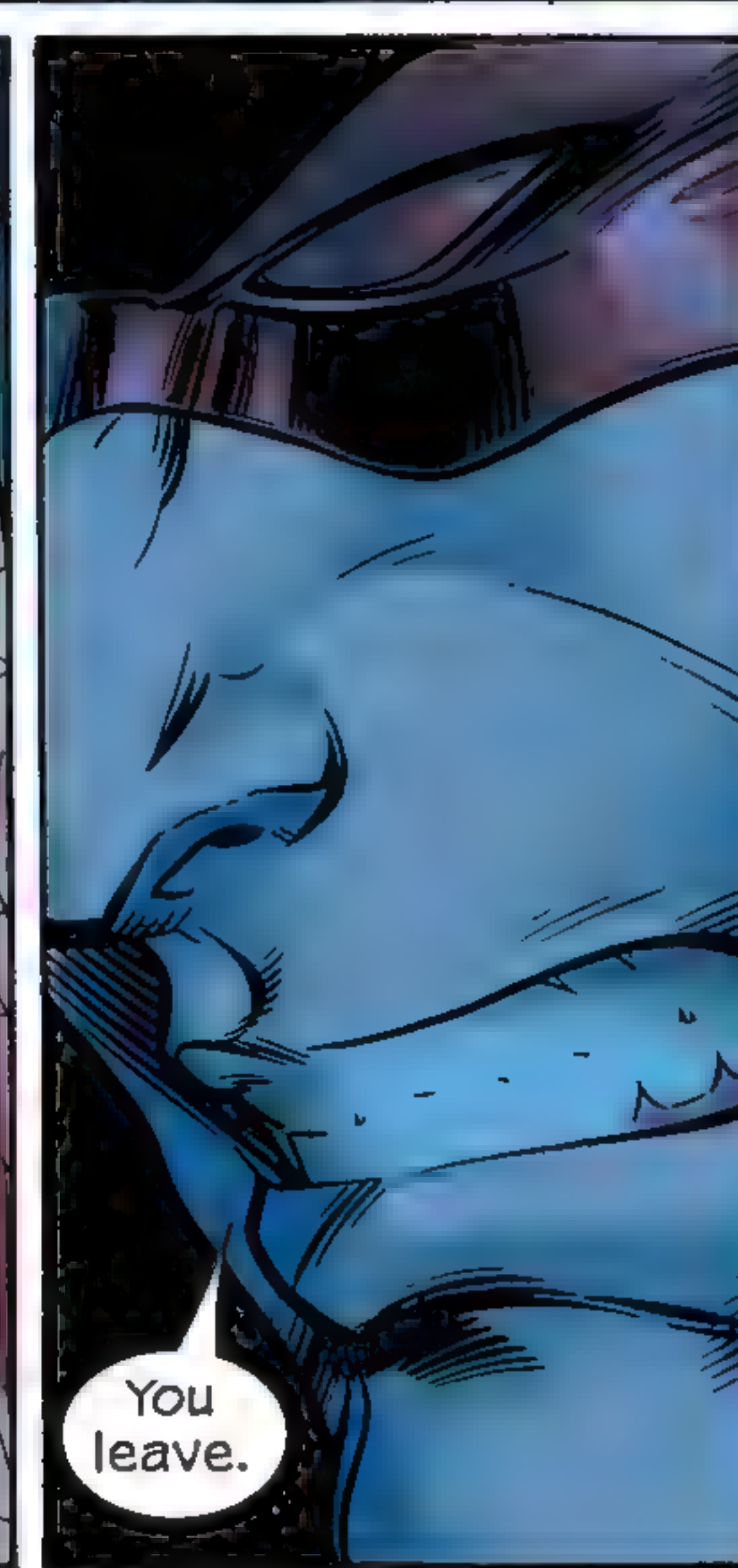
No, you're right.  
Without evidence, without witnesses to a crime, it would be an empty gesture.



You leave the country.  
Tonight.  
For good.  
Get in your chopper and take your blood money and you *never* come back.



Just like you did the last time your world came crashing down.  
Yeah.  
You leave!!  
Take her and you leave.



You leave.



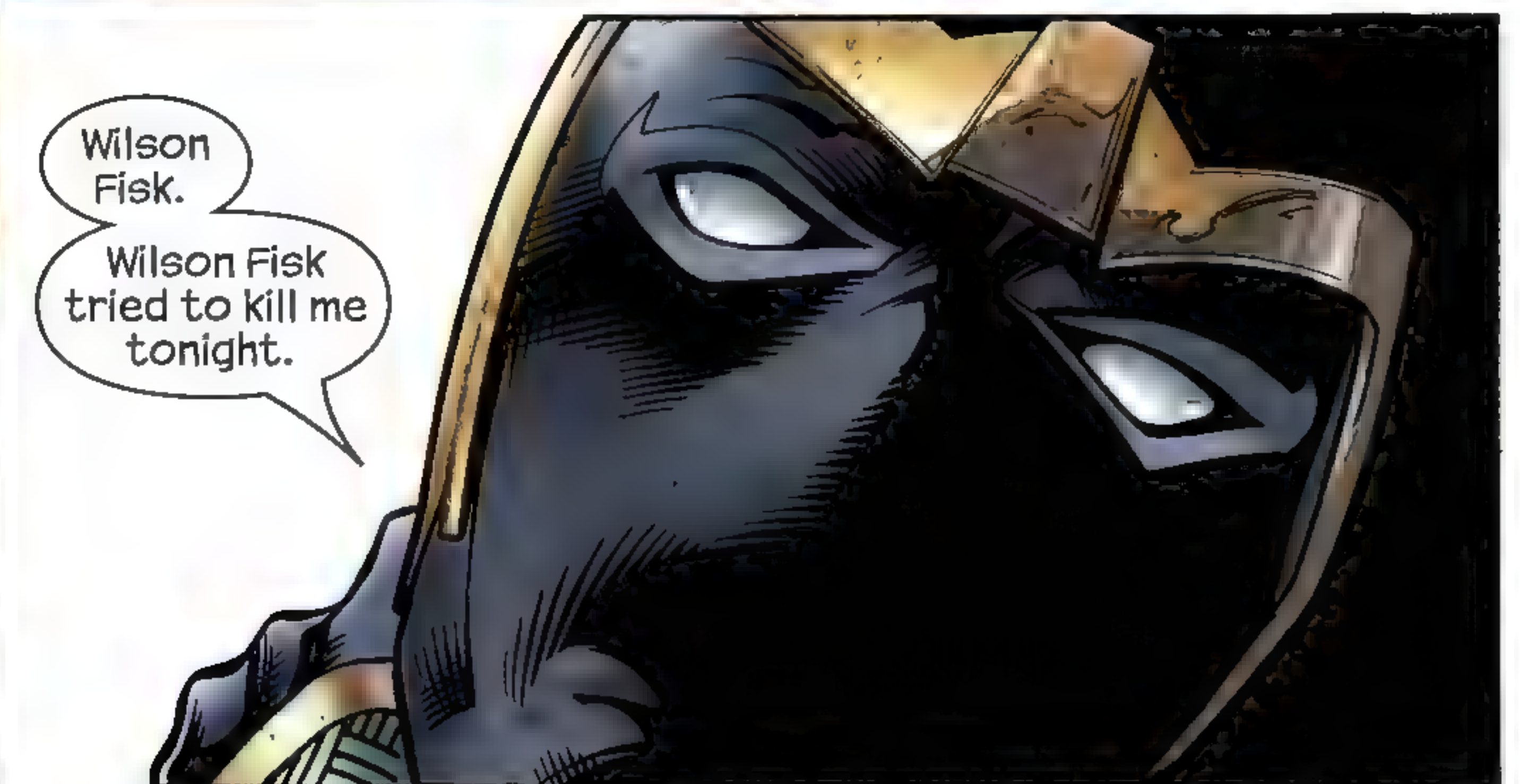
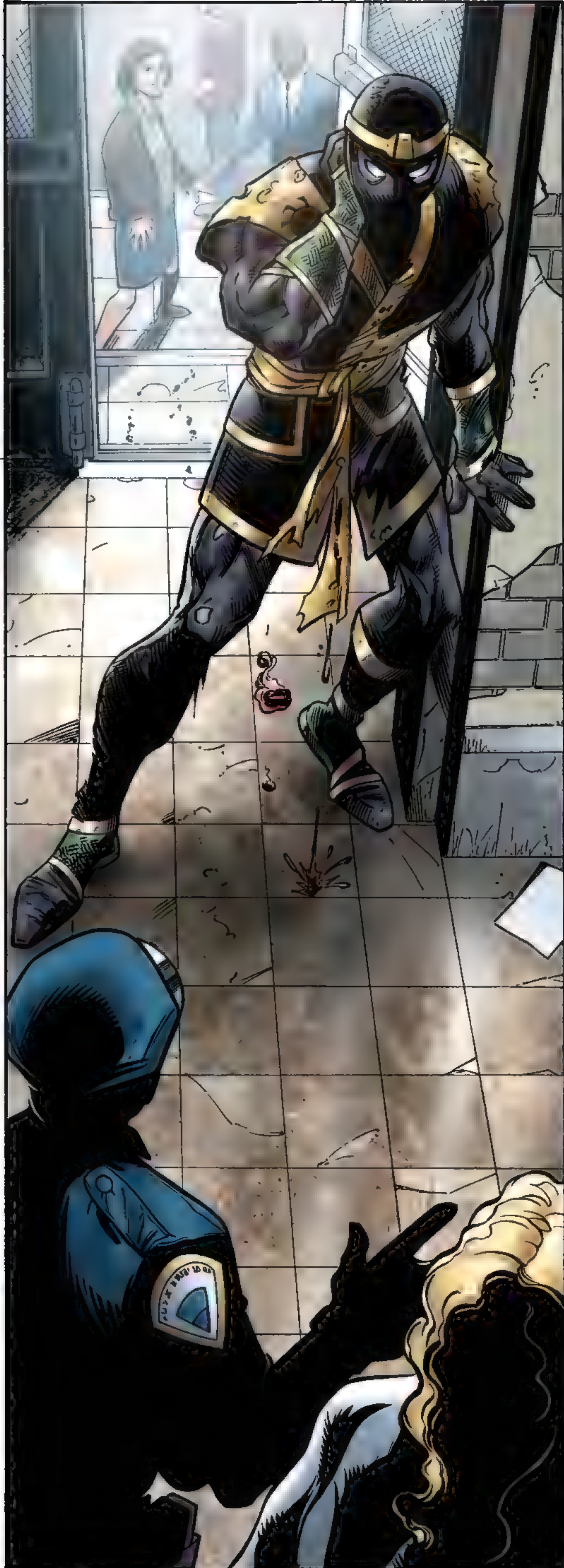
And you know what?  
If you *don't*, and if anything happens to *him*...  
I sic Nick Fury on you.  
And you *know* I can.

You can?

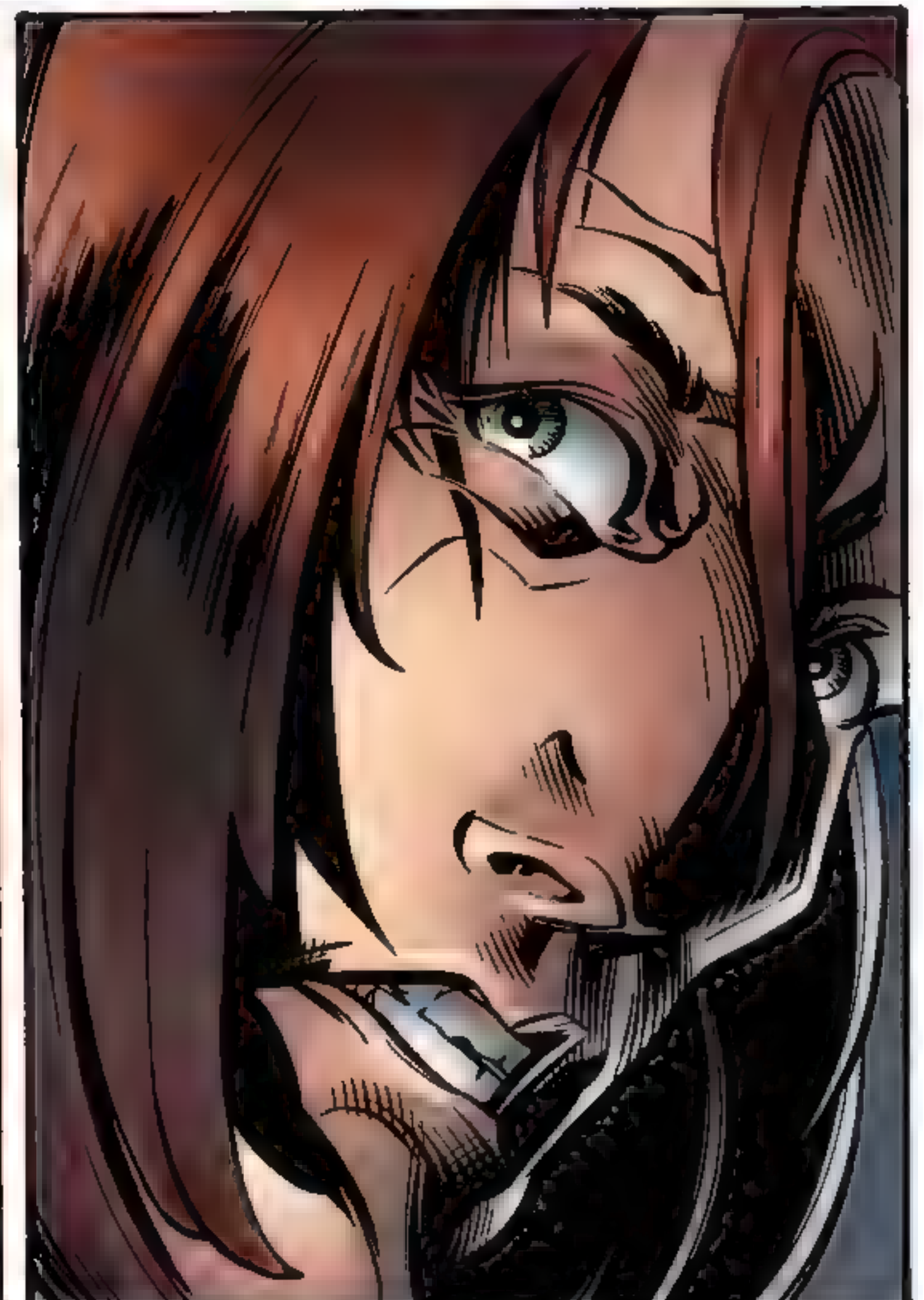
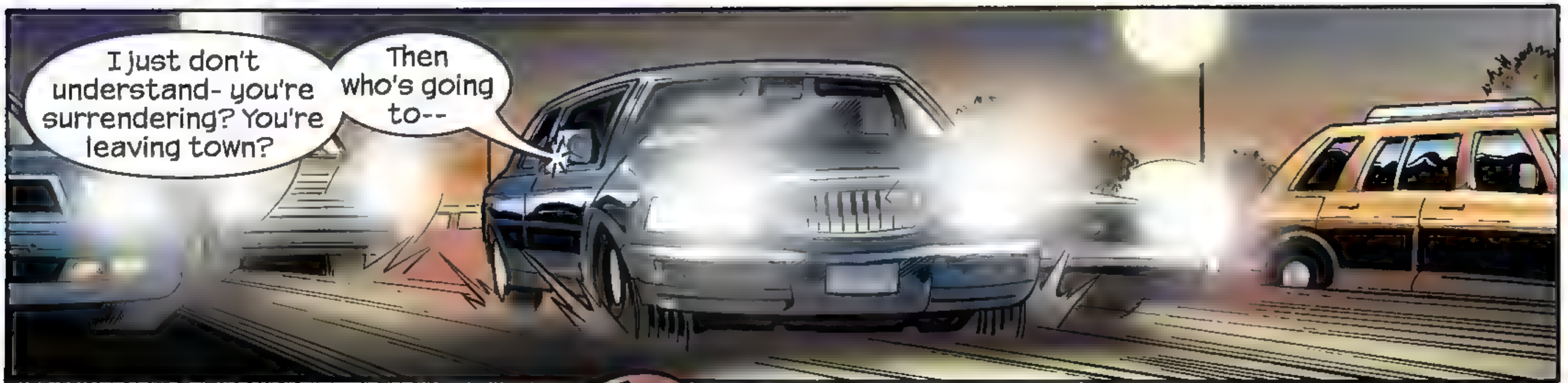


I *absolutely* can.  
And *he* knows it.

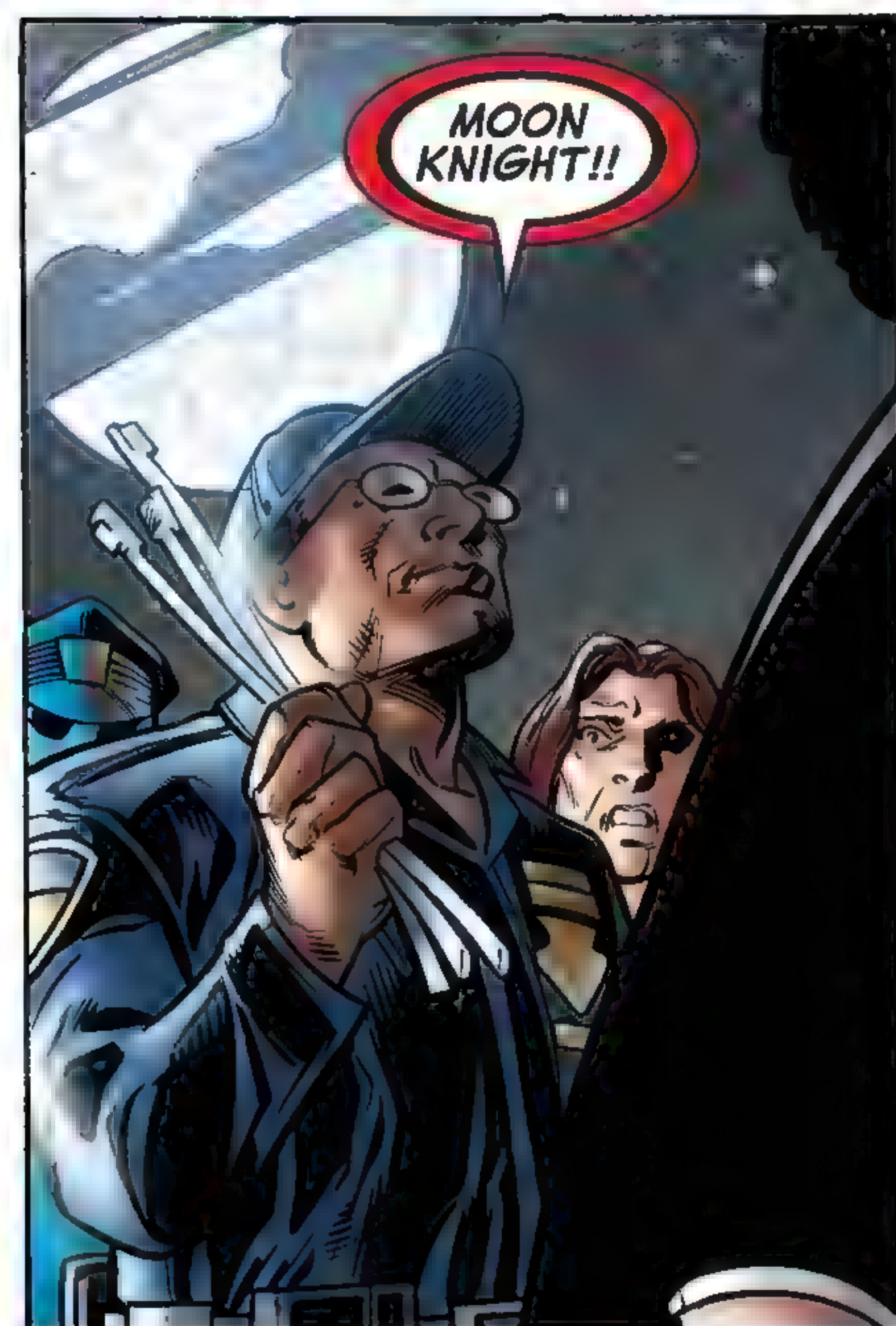












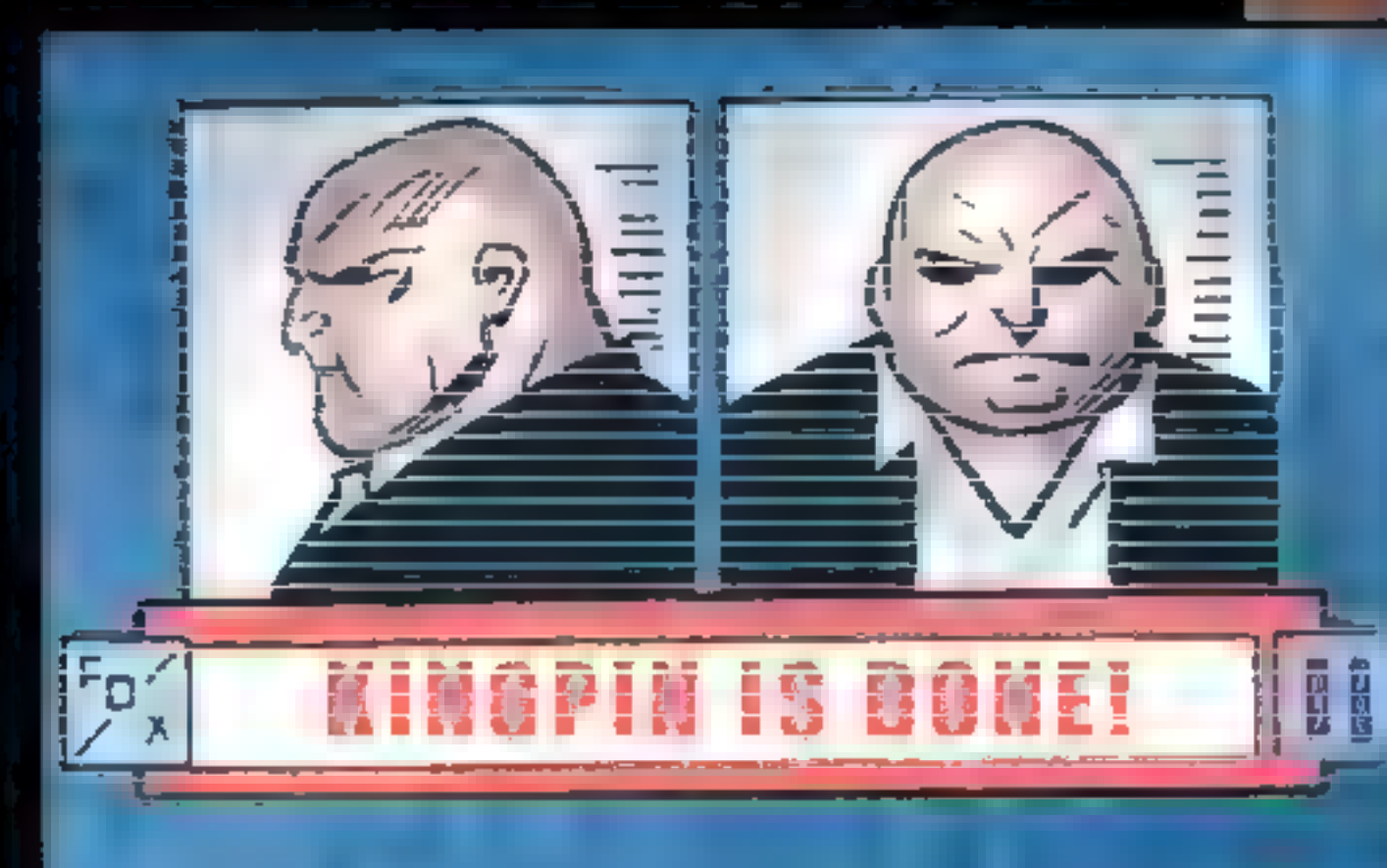
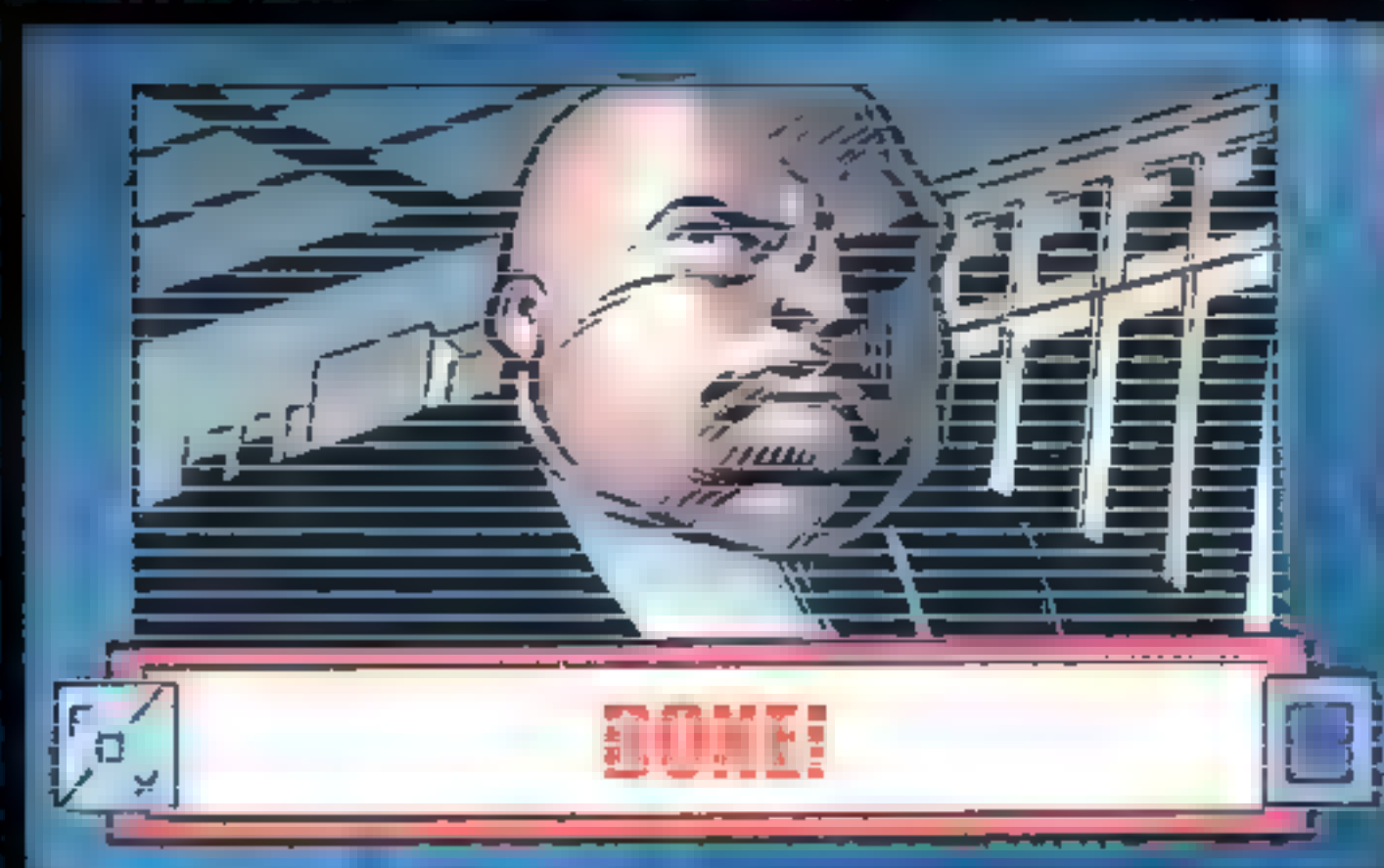
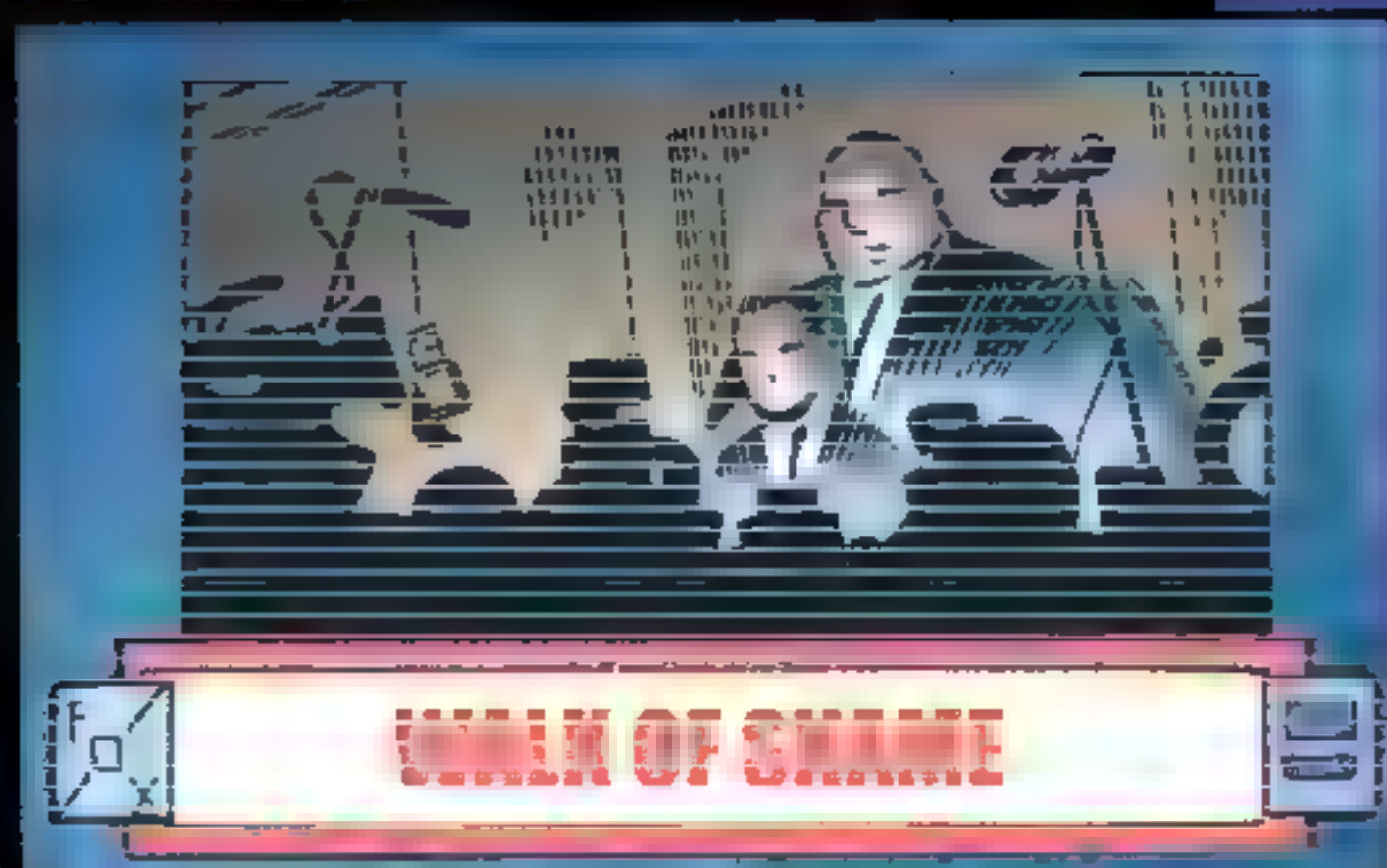




Following a police lineup where Wilson Fisk was properly identified by Steven Grant as the man who severely beat him and ordered his execution--

The "Kingpin of New York" was arrested on numerous counts, including attempted murder, battery, assault, extortion, and racketeering.

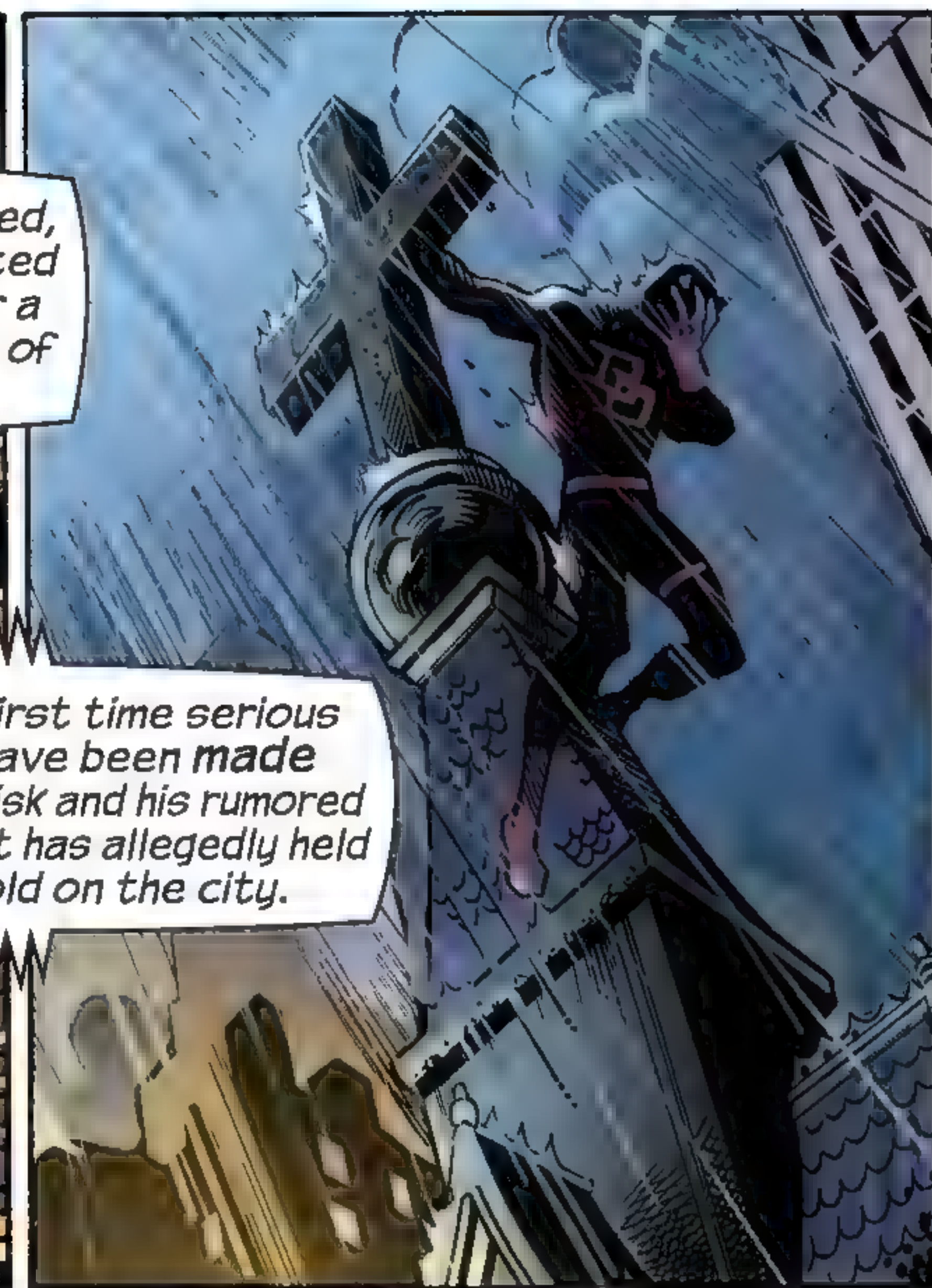
Never in the history of this city has a costumed hero come forward like this, and given up his secret identity in the cause of justice.



As of right now, Fisk is in jail.

Bail has been denied, as Fisk was arrested trying to charter a private plane out of the country.

This isn't the first time serious allegations have been made against Wilson Fisk and his rumored crime cartel that has allegedly held a stranglehold on the city.

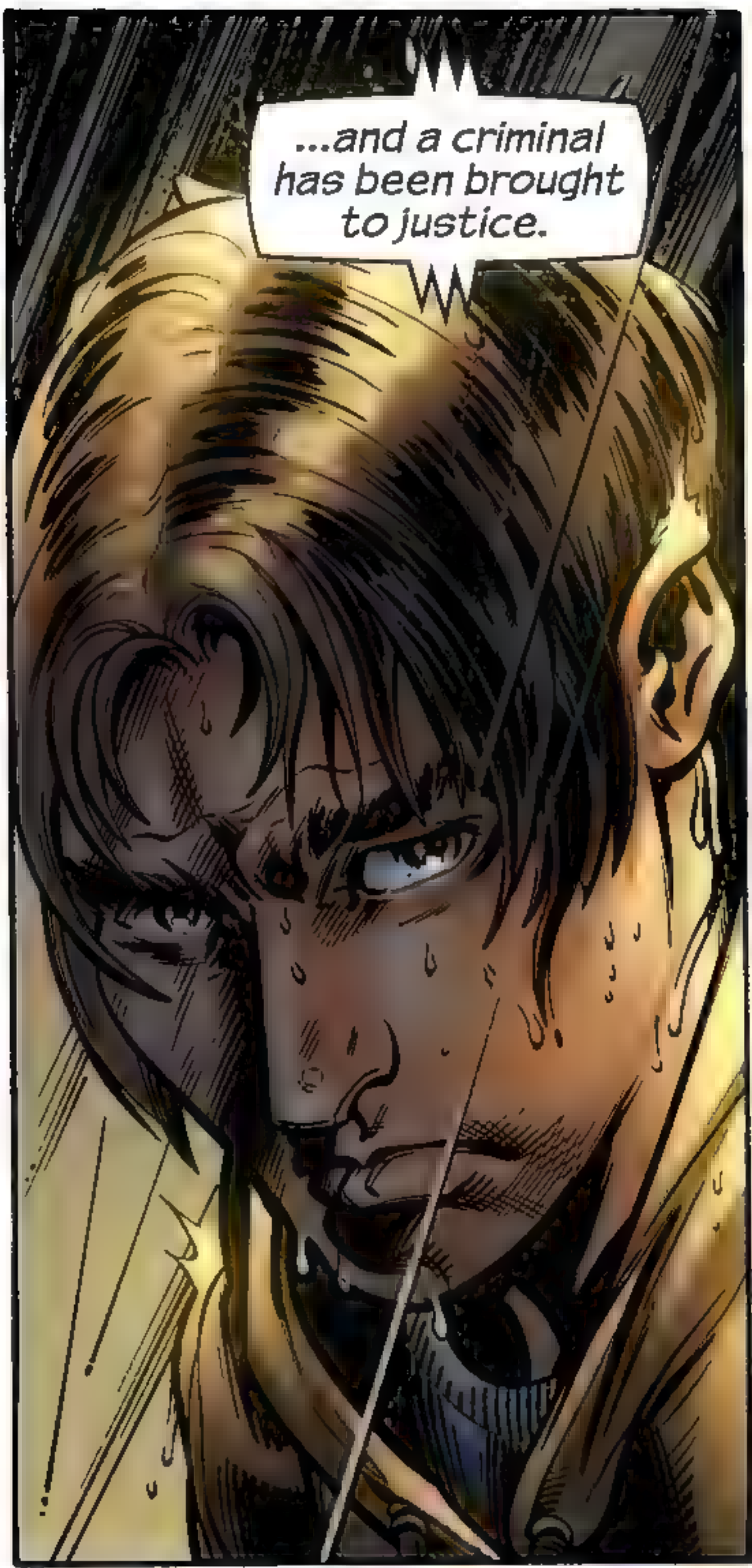


Of course this is all speculation and hearsay, but what we do know tonight is that Wilson Fisk has been arrested and charged, and is in jail.

We are still trying to find out exactly who this Moon Knight is and we will report to you the mysterious events that led up to this landmark arrest.

But for now we know that a hero has stepped forward...





...and a criminal  
has been brought  
to justice.



Next: THE TALK



# ULTIMATE SPIDER-MAN

I don't get it. How was Ronin able to beat Spider-Man so easily? What kind of tranquilizers did he use on Spidey? Keep up the good work, and how about printing some of your fans' letters again?

Brian Cahill

**To take your points in order: Sorry. Ronin's tough. So are his tranquilizers. Thanks. And—good idea!**

Dear *Ultimate Spider-Man*,

I just read *Ultimate Spider-Man* #103 and was wondering if Dr. Octopus used Peter Parker's blood sample from Dr. Connors for the clones. If so, then what happened to the blood sample Norman Osborn seized from the hospital in issue #1? Ultimate Scarlet Spider, maybe? If you do decide to do an Ultimate Scarlet Spider, please don't make him a goody-goody like the original.

Just imagine that Norman caught word that Otto cloned Peter and decided to outdo Otto by creating his own clone. Besides, the Scarlet Spider would make a kick-#%& villain for Peter to fight, with all of his spider powers, blowing up the city, and causing Spider-Man to take the fall for his actions. The *Daily Bugle* would have a field day!

Michael

**Peter's got a lot of blood floating around out there, doesn't he? And you never know where that's going to turn up...**

Dear Marvel,

This was another issue with *good*, solid storytelling.

No problem with decompression in this title. Sure, it's decompressed, but Bendis still manages to make each and every issue worthwhile in and of itself. *Good* dialogue too, although personally I don't think that it'd be in character for the Kingpin to use Yiddish. But maybe that's just me.

The hook regarding Spider-Man's trademark? I wondered when that would finally come around. Bendis had it on the back burner for so long that I guessed he forgot about it. I suppose I guessed wrong. One question, though: being that Daredevil is, well, Daredevil, why wasn't he aware before this issue that it was Danny Rand who was selling them out?

Regardless, it's a *good* issue. Bendis keeps me coming back monthly with issues just like this.

Jonathan Stopek

**Thanks, Jonathan! And Matt didn't have any reason to think Danny would be betraying them to the Kingpin, so he never confronted him in such a way that Danny's reactions would give him away.**

Dear *USM* guys,

I'm pretty much the biggest Spidey fan at my school, and I'm really into *USM*. I'm really upset that Mark Bagley is leaving, because he has made some of the best comic art I have ever seen.

One question pertaining to the "Clone Saga" arc: if Peter's dad was just a clone, how did Aunt May meet him before? Was he a clone for that

long, or did they implant memories or somethin' into both their brains?

You guys are awesome, and maybe this is just me, but I actually like *USM* better than *ASM*, probably because I'm just a teen.

TiredStone

**Thanks for the kind words! I bet you'll find you'll love Stuart Immonen's art, too! And there were no false memories—Peter's dad was a clone for that long. But it wasn't *that* long ago that May saw him, if you catch my drift. She wasn't keeping the secret for years or anything.**

Dear *USM* crew,

I truly love the storylines in *USM*. They are different enough from the mainstream Spidey stories that my interest in this title, and the other Ultimate titles, keeps on growing. Issue #104 is a great example. Peter has had enough and he's going to take it out on this six-armed freak who has just really put him over the edge.

I do have a bad feeling about what's going to happen between MJ and Peter, though. I actually really enjoyed the relationship Peter had with Kitty. I was looking forward to that growing. It was something different from the mainstream Spider-Man. I know Peter loves MJ and that his concern for her well-being is what triggered these feelings back to the front of his mind.

I still think that Peter should stick with Kitty in the long run, though. It keeps it different and unique from that other Spider guy. Beyond all that, keep up the good work.

Brian Williams  
Laughlin, NV

**Oh, the relationship between Peter and Kitty isn't over—just wait'll you see issue 112!**

Dear *Ultimate Spider-Man* team,

This is my first time writing. Once upon a time I was looking for another cool comic series to subscribe to, and I saw a couple ads for *USM*. I did research and found out it was very popular. I decided to subscribe and see if it was good. I got it from the "Deadpool" arc on and I am *hooked*! I immediately ran out to start buying the paperbacks. *USM* is by far my most favorite comic series. I love the fresh new looks for all the characters. And "Clone Saga"? It's *amazing*!! After every single issue of it, my eyes were wide and my jaw was hanging as I reread it trying to wrap my head around it.

I just finished issue 104 and can't wait for the epilogue or "Ultimate Knights." Keep up the Ultimate work!! Make Mine Marvel!!

Jason Cousins

P.S. I noticed that Jessica's eyes are brown until issue 103 where they turn blue as Doc Ock makes new arms. They stay that way until they turn brown again (in issue 104) when Peter smashes one of Doc Ock's metal arms. Is this a mistake or something?

**Jessica's eyes are brown, just like Peter's. Um, must've been the lighting. Yeah, the lighting.**

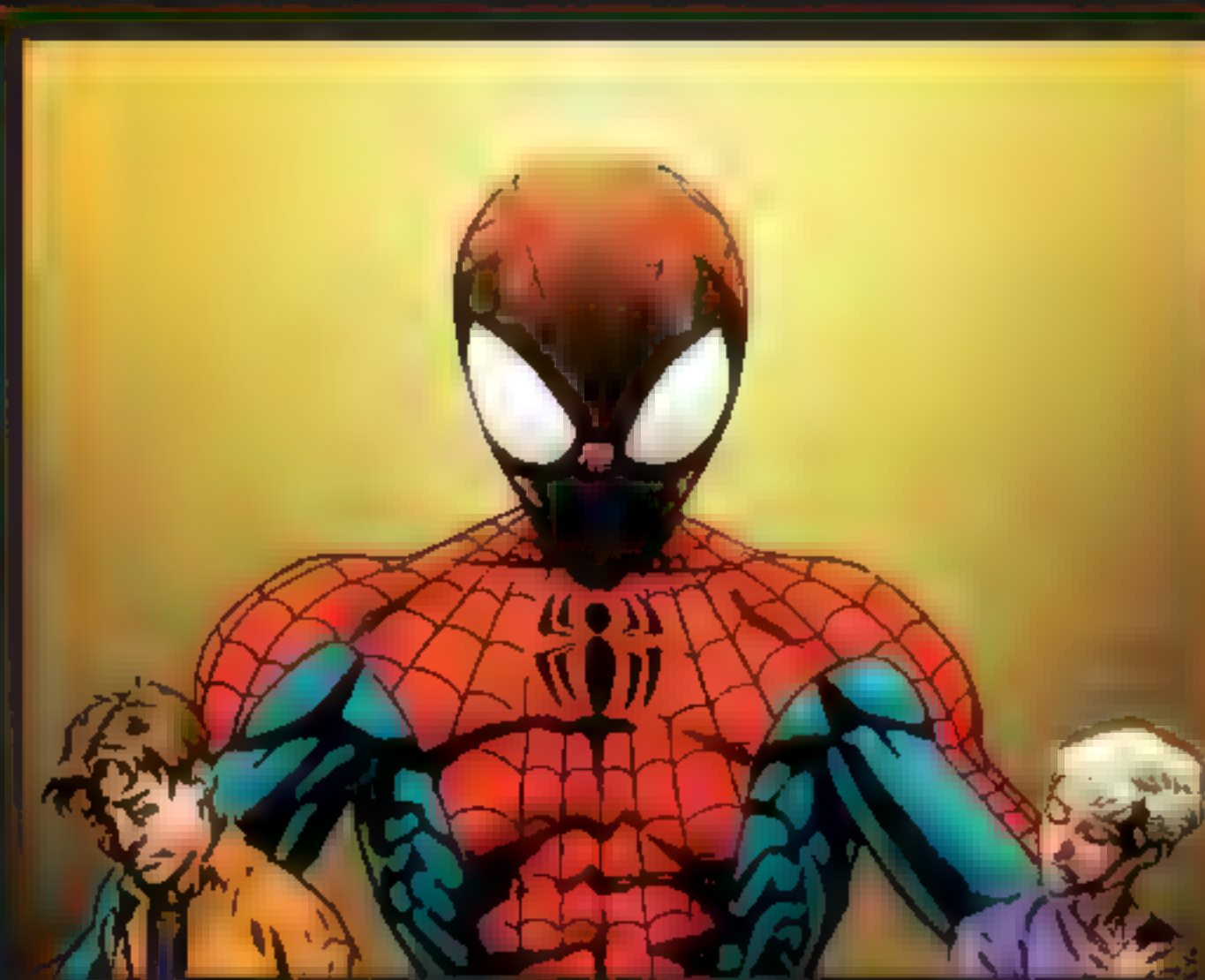
Hello *Ultimate Spider-Man* creative team, I've been a fan of this comic since it became available on the Dot-comics on the Marvel web site in 2001. Long time ago actually...I've been reading the comics and collecting every issue since I read "Powerless." Anyway, I love the stories Brian Michael Bendis imagines in every issue, and the way Mark Bagley designs every page is just amazing. Every facial expression, the details, everything is just great.

About the "Clone Saga," it's a great storyline, though I felt that the appearance of Richard Parker was not well elaborated (and for a while I thought it was going to make the story weak). But in issue 103...man, what a turn in the story!!!

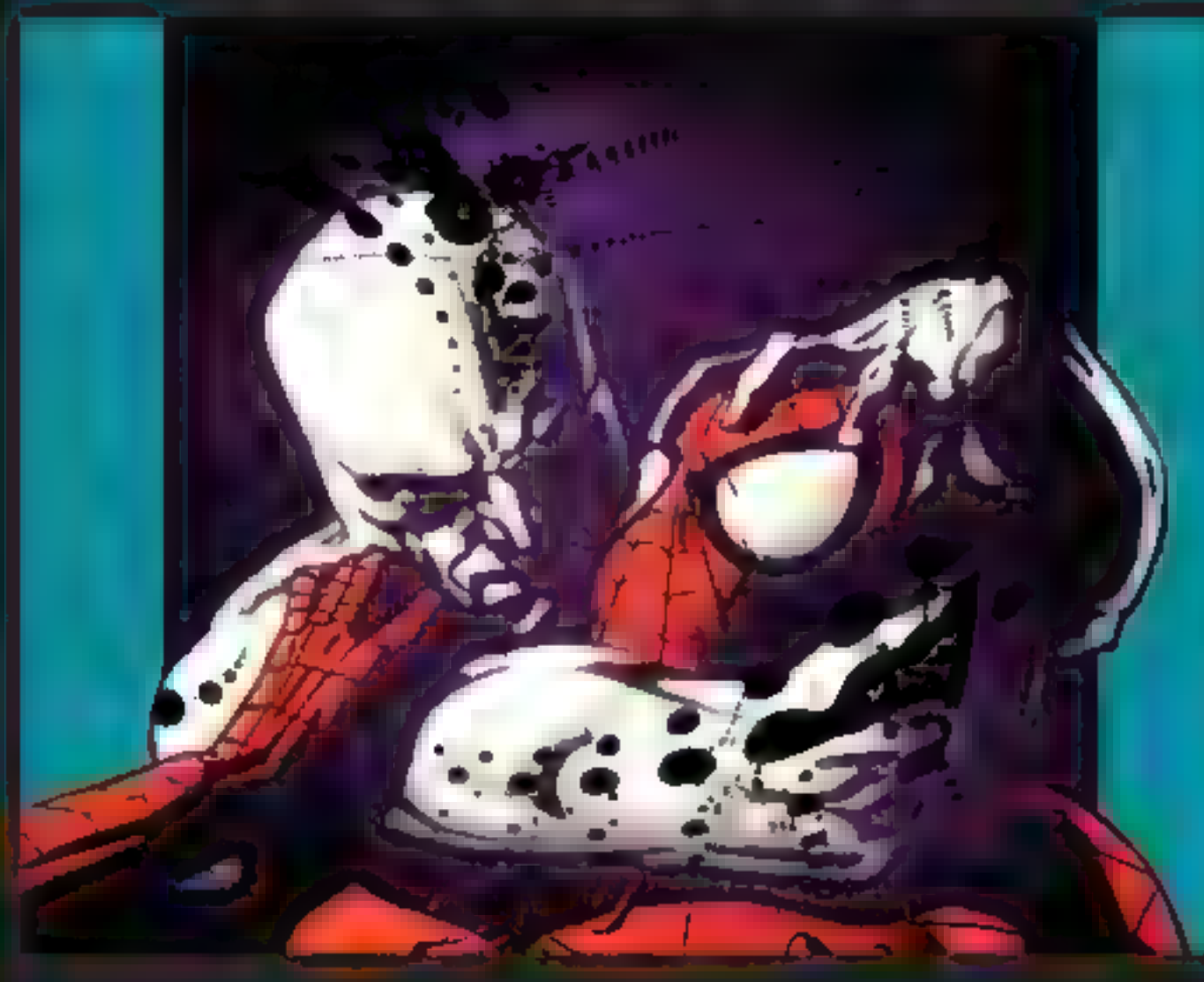
I almost forgot—the last page of issue 104 was just GREAT!!! "It's your choice." I know Peter wouldn't hesitate answering *that*. He hates the spider-powers, but they help people, and there's still "with great power comes great responsibility." Thanks everyone, for this amazing comic. Until next time!!!

Carlos Viguria  
Peru

**Thanks, Carlos! And you never know what you'll find at Marvel.com**



## NEXT:



**Join us for a very special issue! After 110 consecutive comics, next issue is Mark Bagley's last issue...and Stuart Immonen's first! A bold new era begins with Peter finally coming clean with a convalescing Aunt May in a story that could only be called: "The Talk." Plus—what is...Ultimate Spot!?!?**

**JOHN BARBER & NICOLE BOOSE**  
ASSOCIATE EDITORS

**RALPH MACCHIO**  
EDITOR

**JOE QUESADA**  
CHIEF

**ULTIMATE SPIDER-MAN**  
c/o MARVEL COMICS

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# ULTIMATE SPIDER-MAN®

ISSUE

111

THE TALK



**MARVEL**

**BENDIS  
BAGLEY  
IMMONEN**



# PREVIOUSLY IN ULTIMATE SPIDER-MAN...

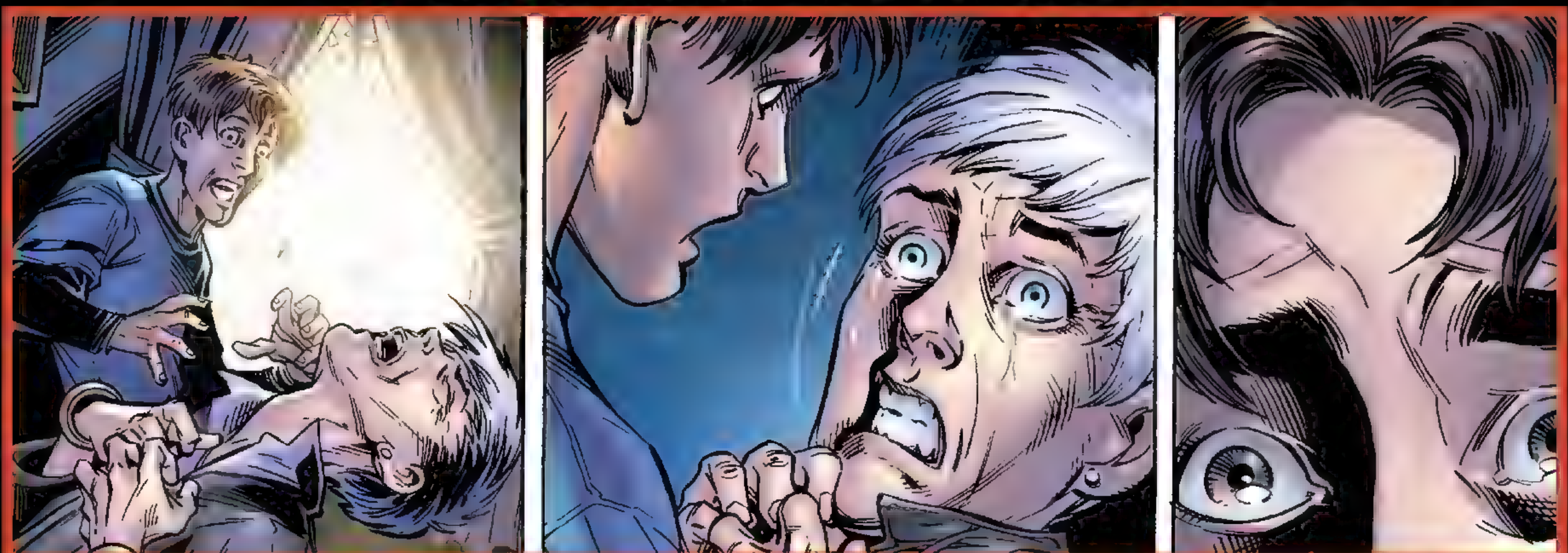
The bite of a genetically altered spider granted high-school student Peter Parker incredible arachnid-like powers!

When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He learned the invaluable lesson that with great power must also come great responsibility! Now the fledgling super hero tries to balance a full high-school curriculum, a night job as a web designer for the Daily Bugle tabloid, a relationship with the beautiful Mary Jane Watson, and swing time as the misunderstood, web-slinging Spider-Man.

Recently, Peter and MJ have gotten back together, leaving his troubled relationship with Kitty Pryde, a member of the world famous X-Men, in shambles. Peter and Mary Jane are shocked to discover that Kitty now goes to school with them. In their class.

Meanwhile, Spider-Man's adventures led not only to the destruction of the Parker house, but also to Aunt May's discovery of Peter's secret identity. But before Peter can explain himself to the woman who raised him, Aunt May has a heart attack.

Aunt May is recovering. This is her first day home...



## THE TALK

Brian Michael

**Bendis**

WRITER

Mark

**Bagley**

PENCILER (pgs 2-11 and 18-22)

Stuart

**Immonen**

PENCILER (pgs 12-17)

Drew

**Hennessy**

INKER

Justin

**Ponsor**

COLORIST

VC's

**Cory Petit**

LETTERER

Brad

**Johansen**

PRODUCTION

John Barber

**Bill Rosemann**

EDITORS

Ralph

**Macchio**

SENIOR EDITOR

Joe

**Quesada**

EDITOR IN CHIEF

Dan

**Buckley**

PUBLISHER

Covers: Mark Bagley, Stuart Immonen & Richard Isanove





Ta-daa!!

Well!!

There it is, Aunt May.

A brand-spankin' new Parker home, in the lovely (and completely underrated) Forest Hills, Queens.

That is so odd.

What?



They fixed **everything**. They fixed the broken shutter.

Was it broken?

You were supposed to fix it.

With **what**?

They must really like you.



If they liked me, they wouldn't have helped trash our house to begin with.

And who are "they," exactly??

Oh, uh... S.H.I.E.L.D... Supreme Head of something... I have no idea what it stands for. **But--**

Oh my God, this is a **terrible** color.



Holy crap, they packed the place full of food.

Language.

Sorry.

So, we should talk.

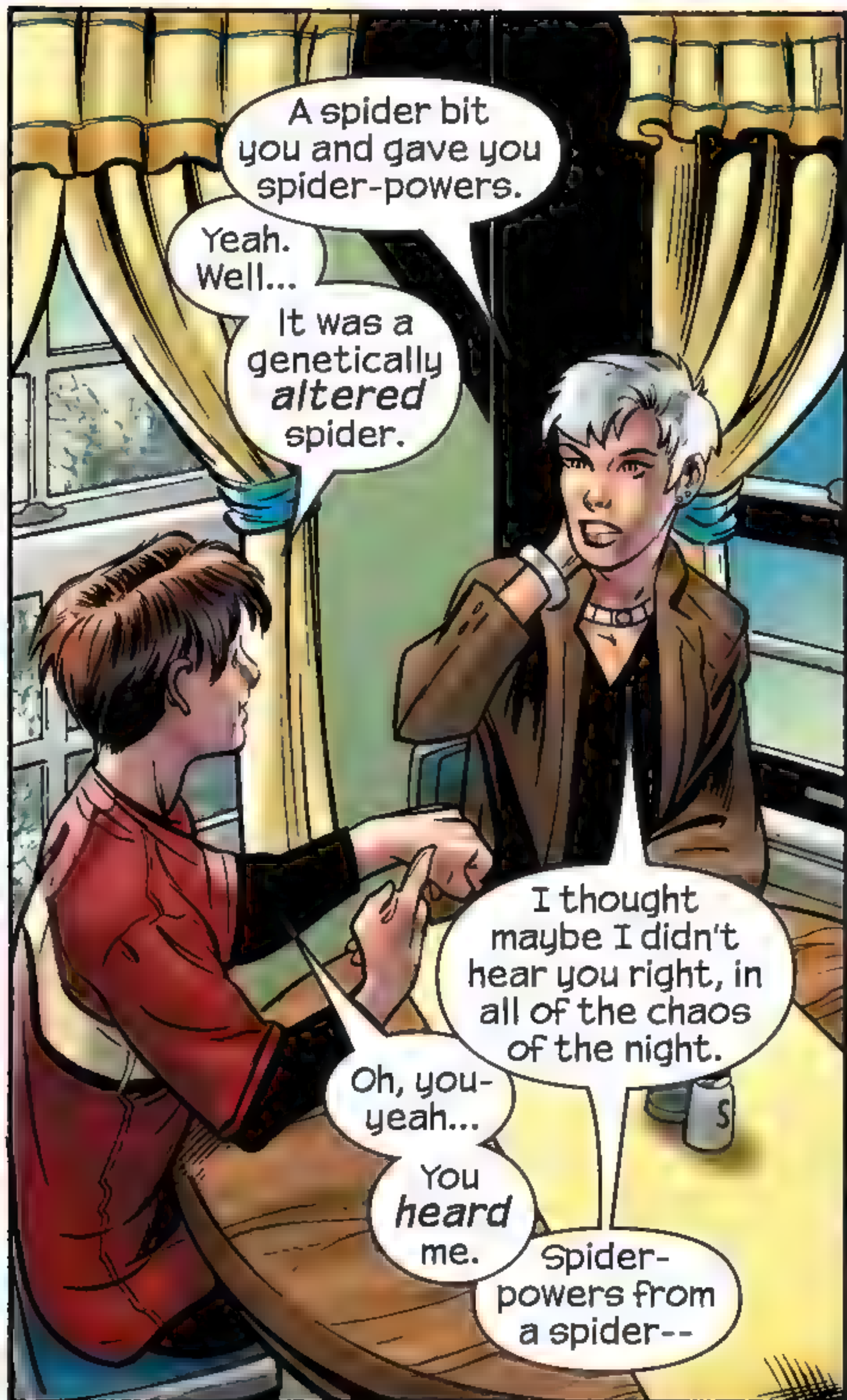
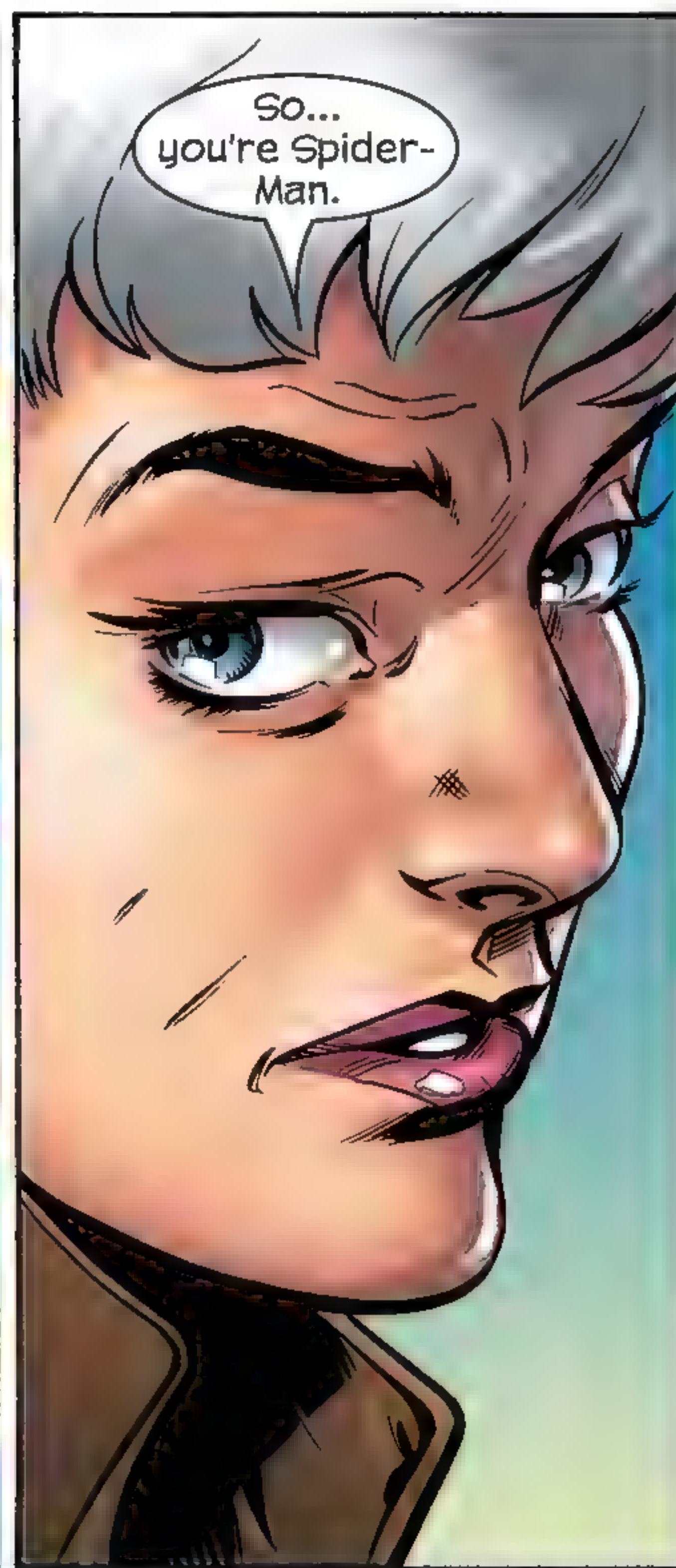
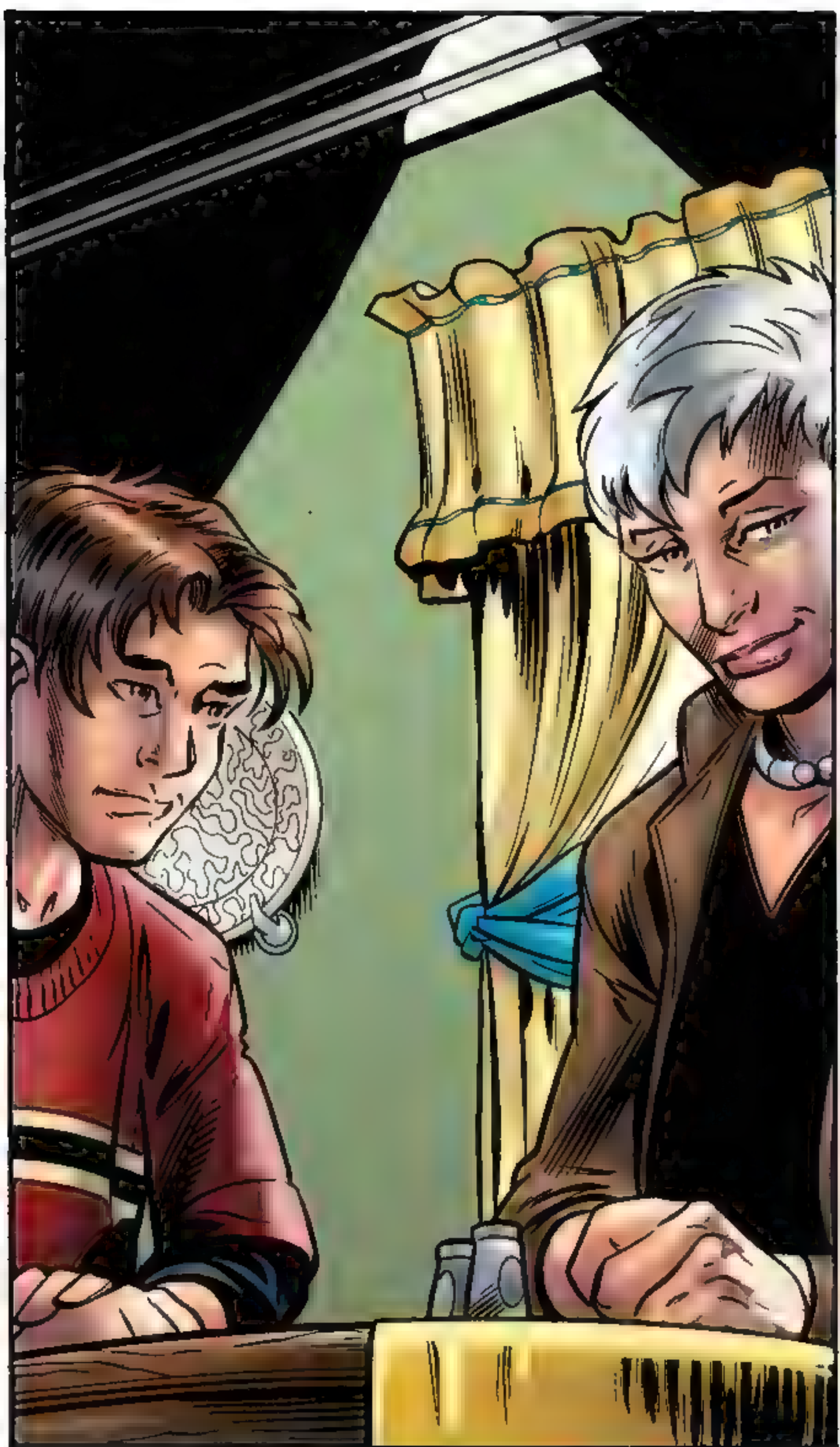


Yeah... I guess.

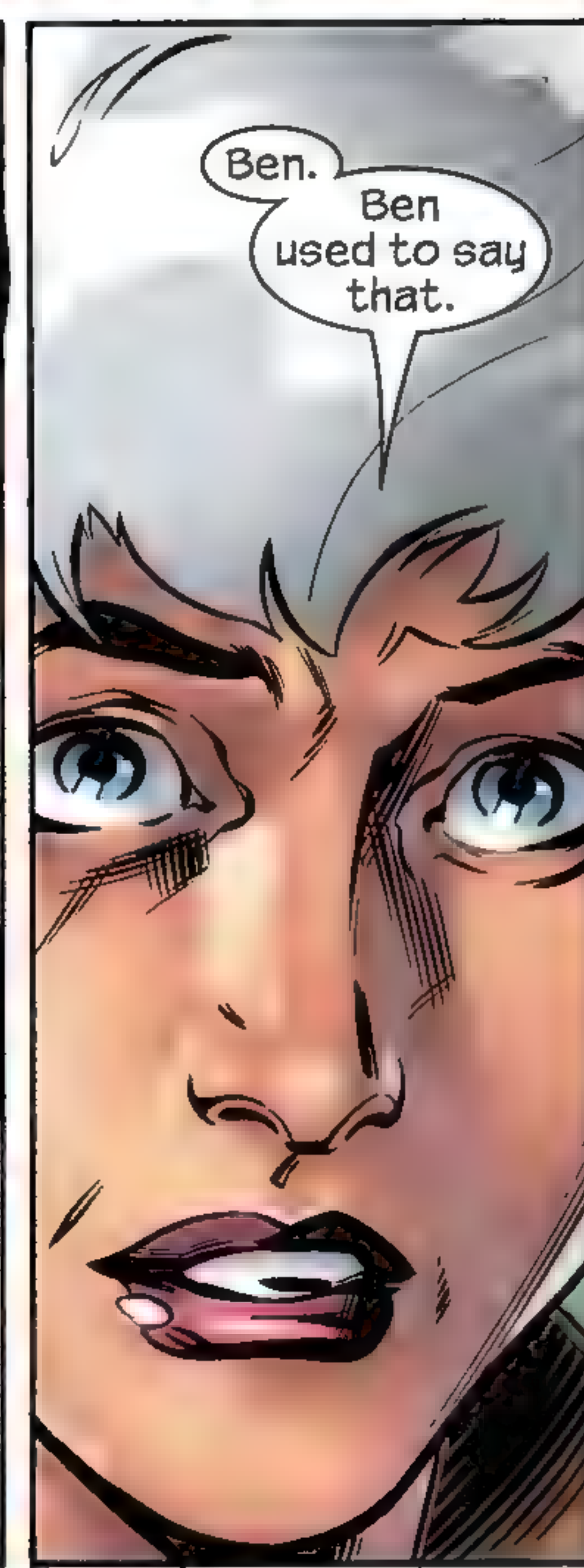
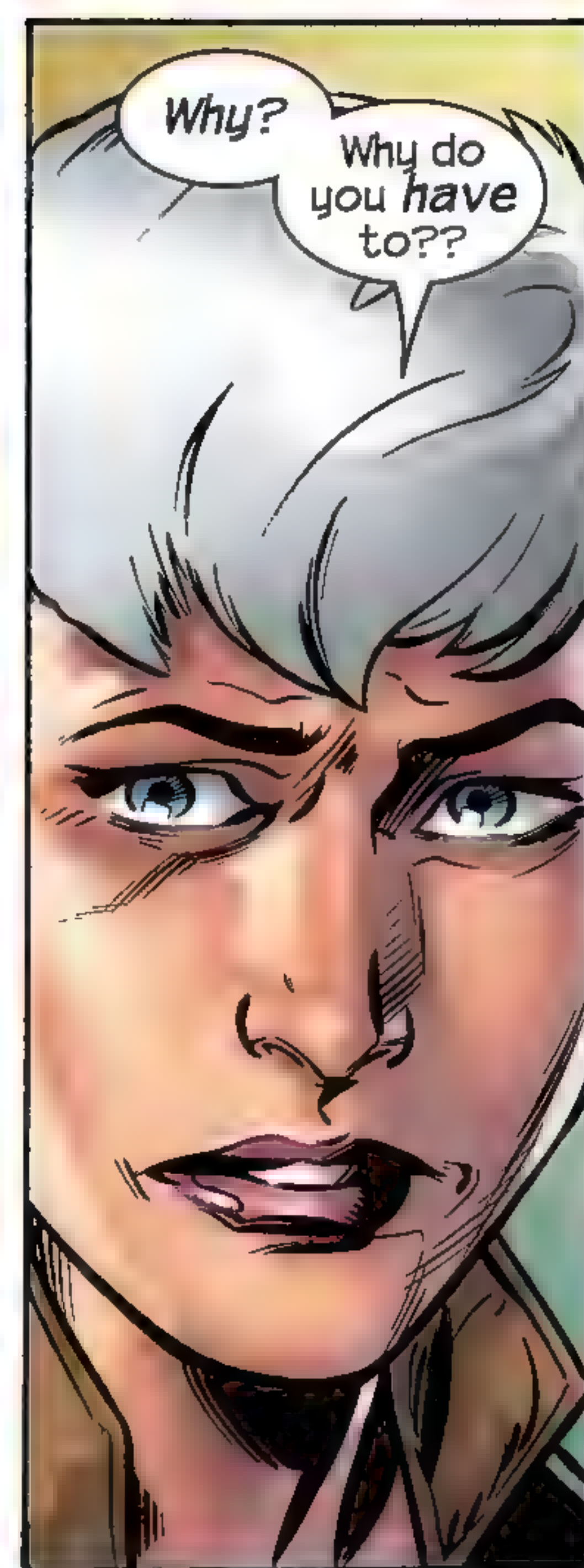
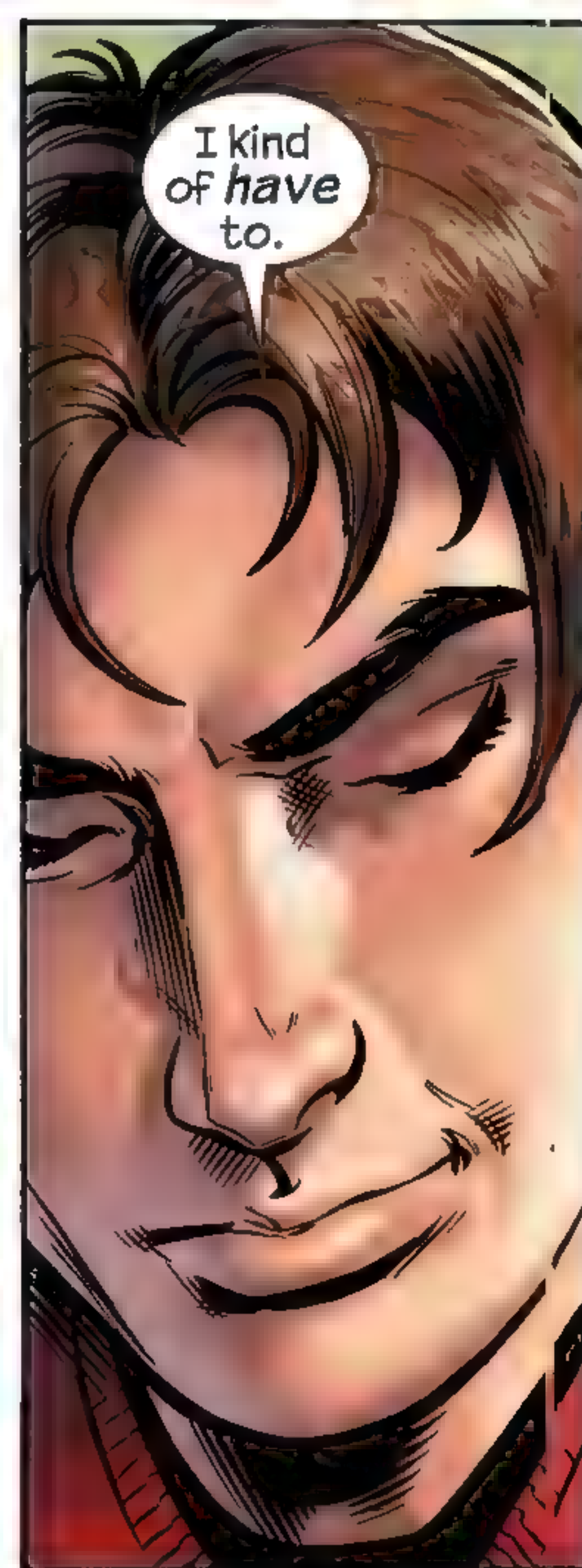
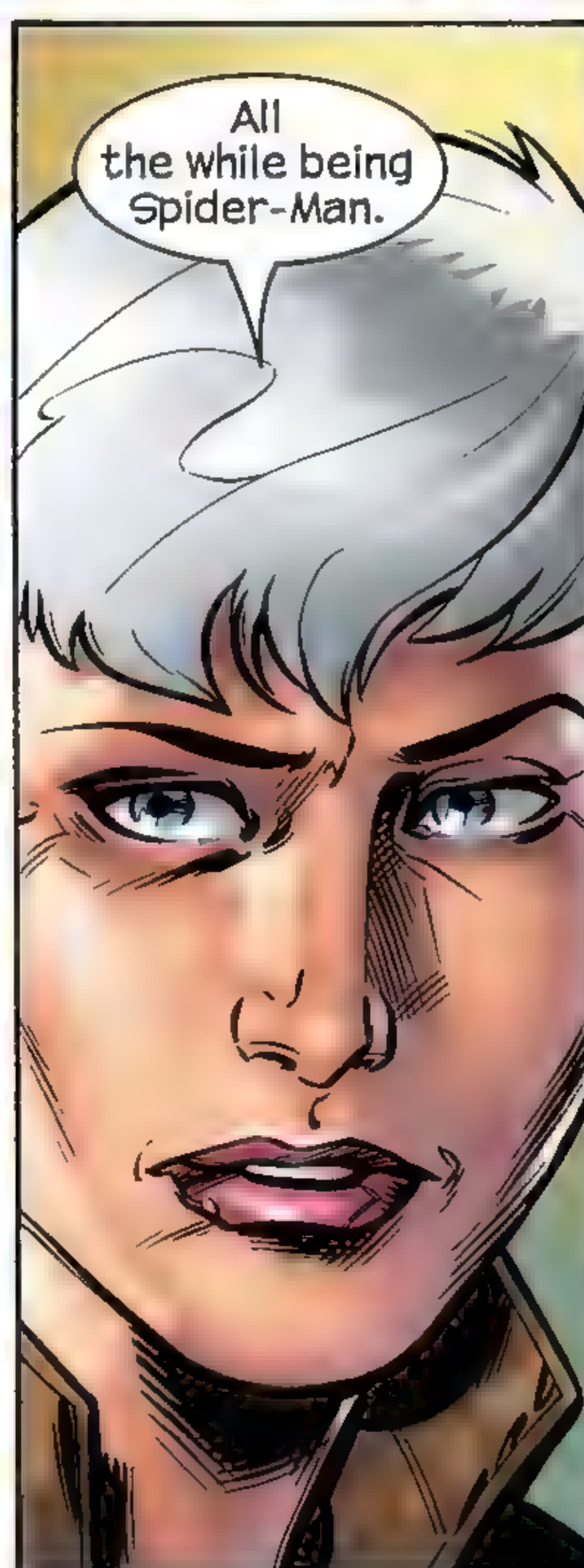
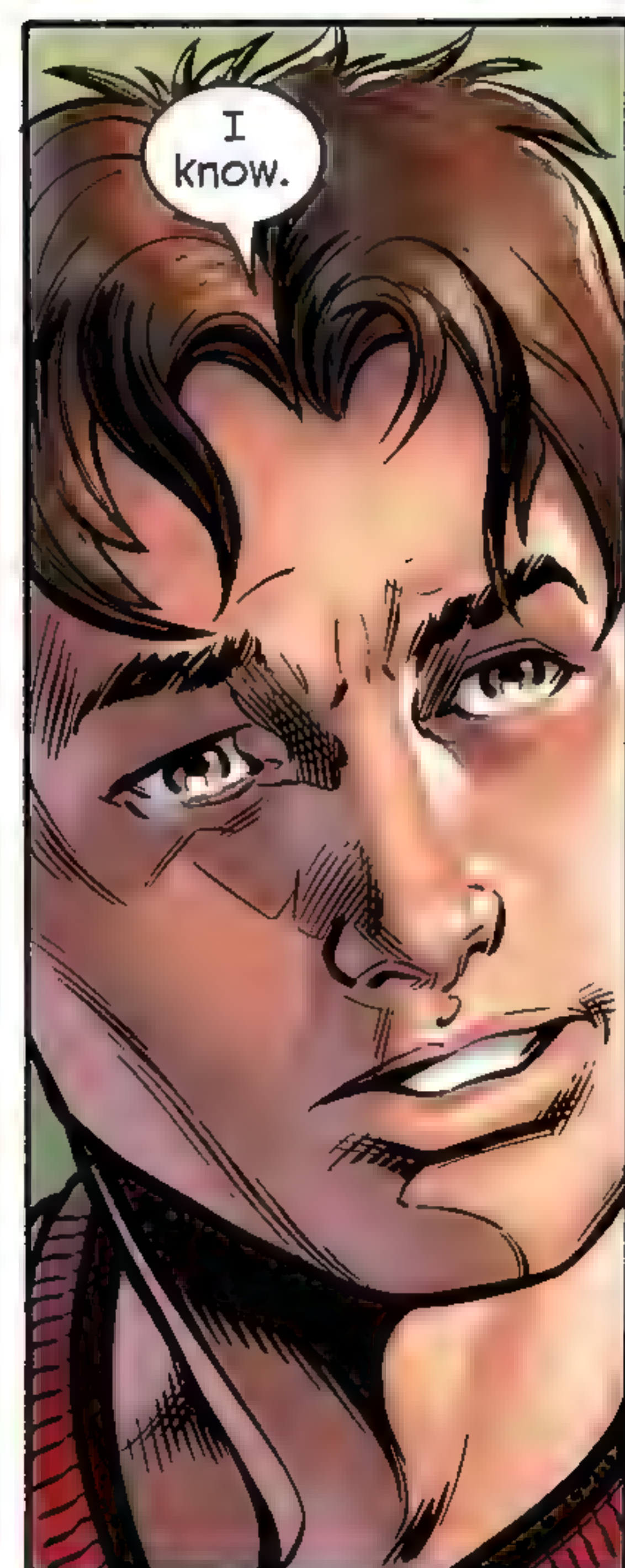
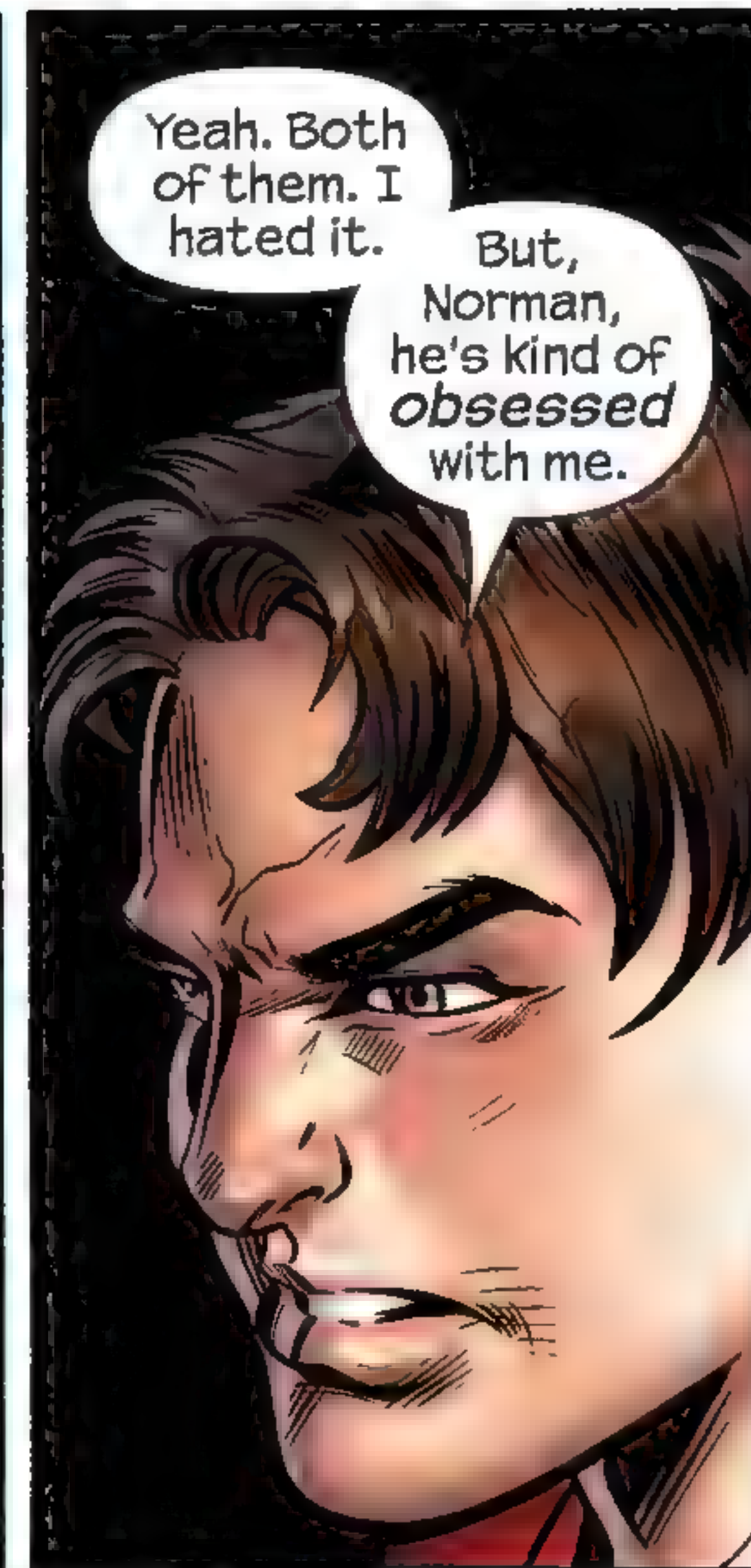
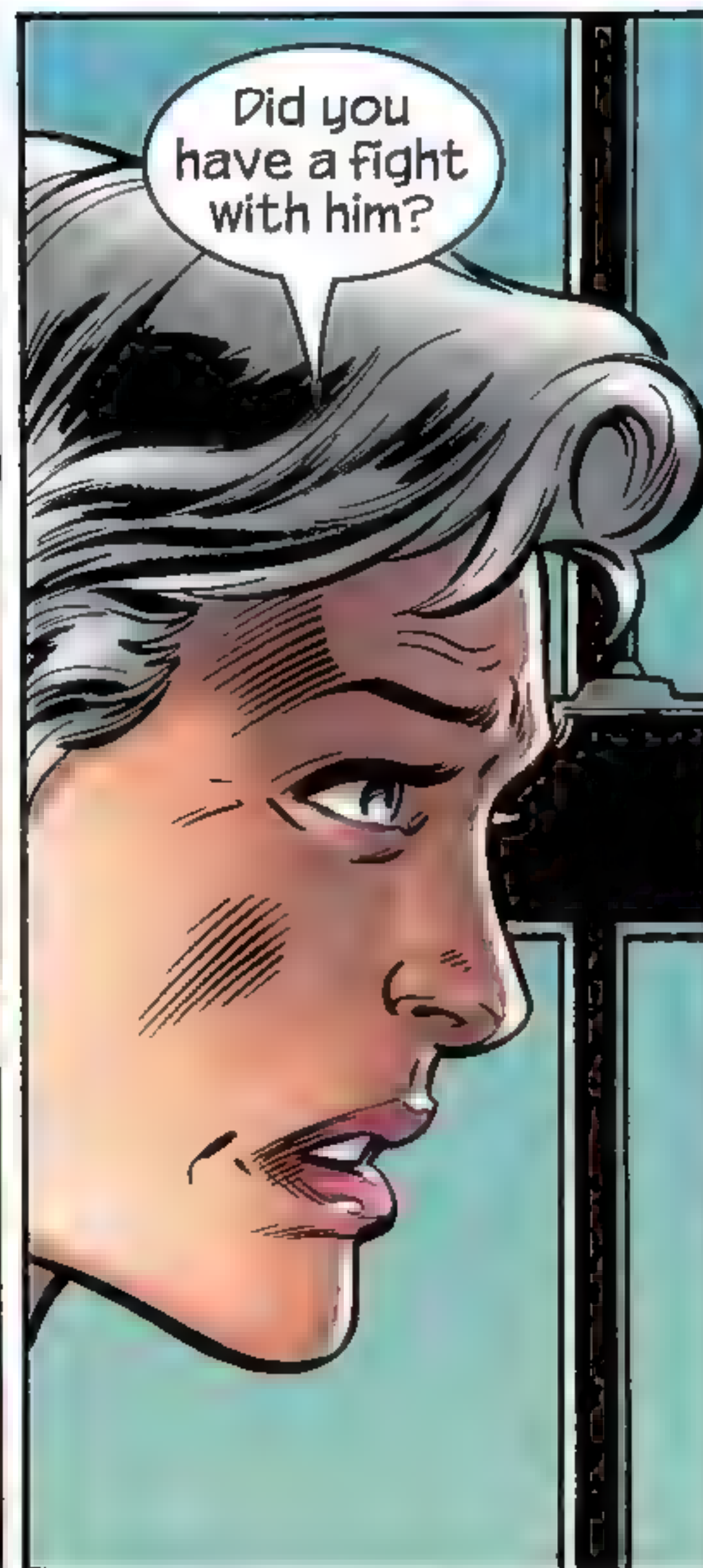


Sit.

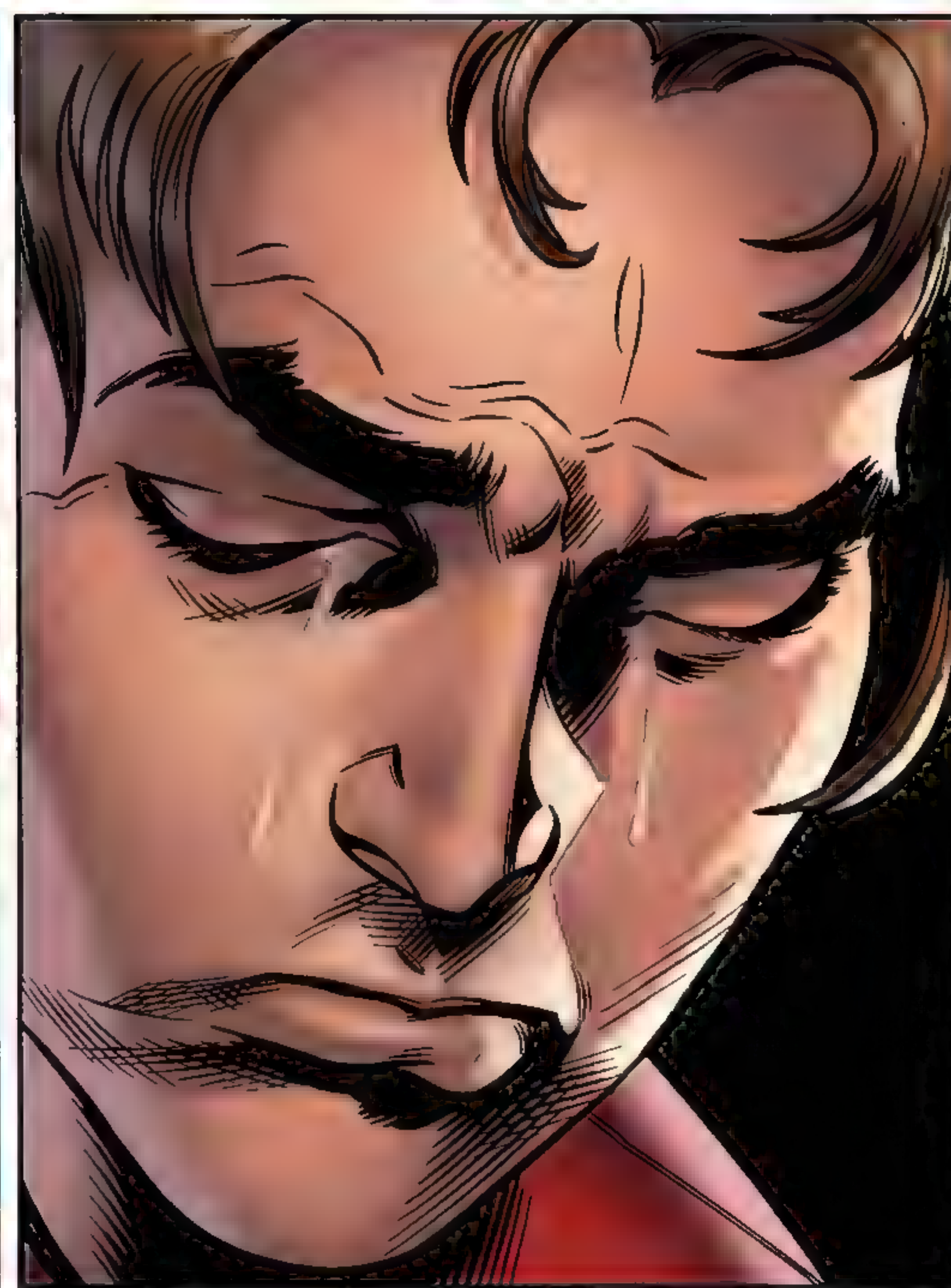
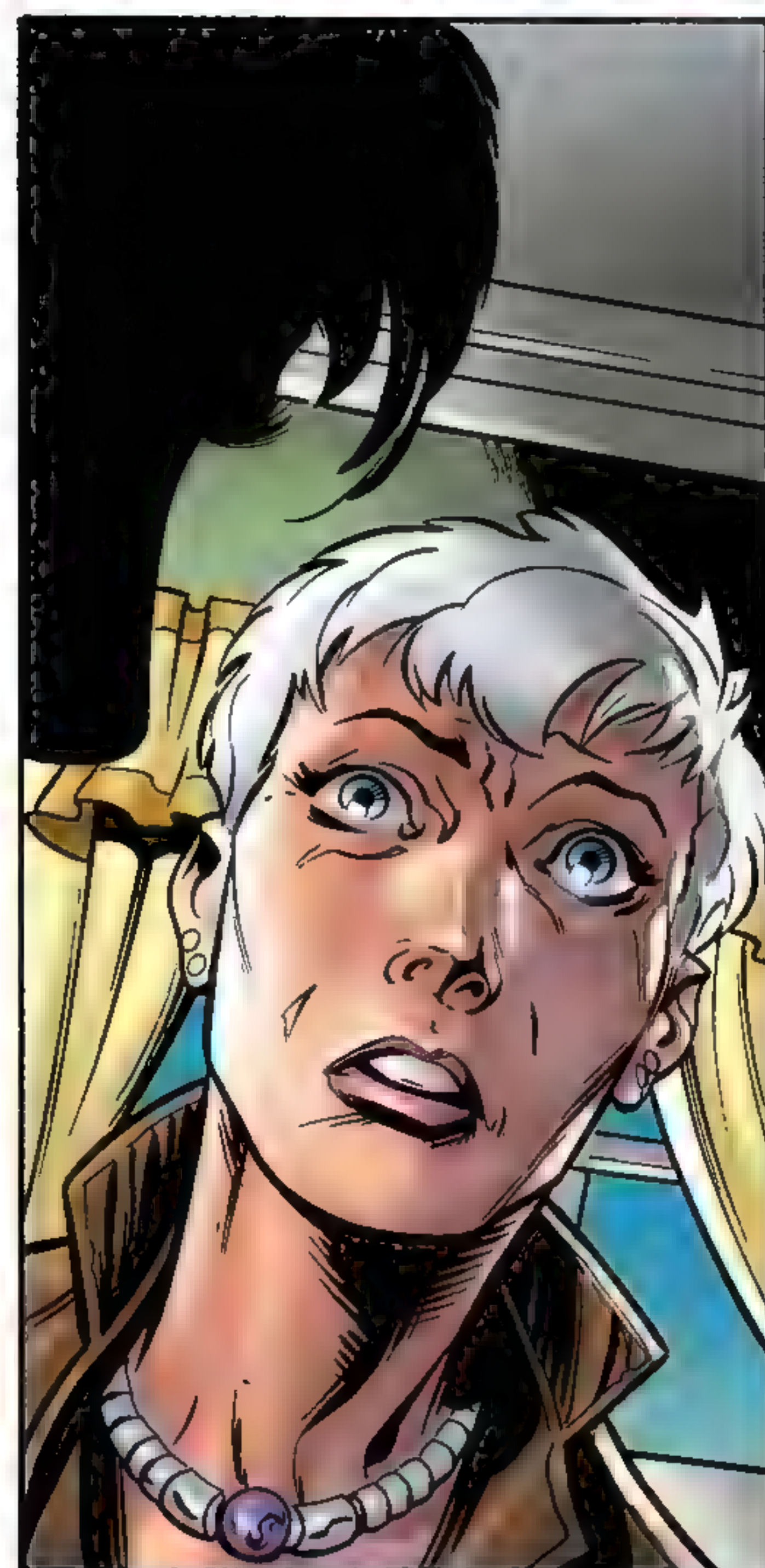
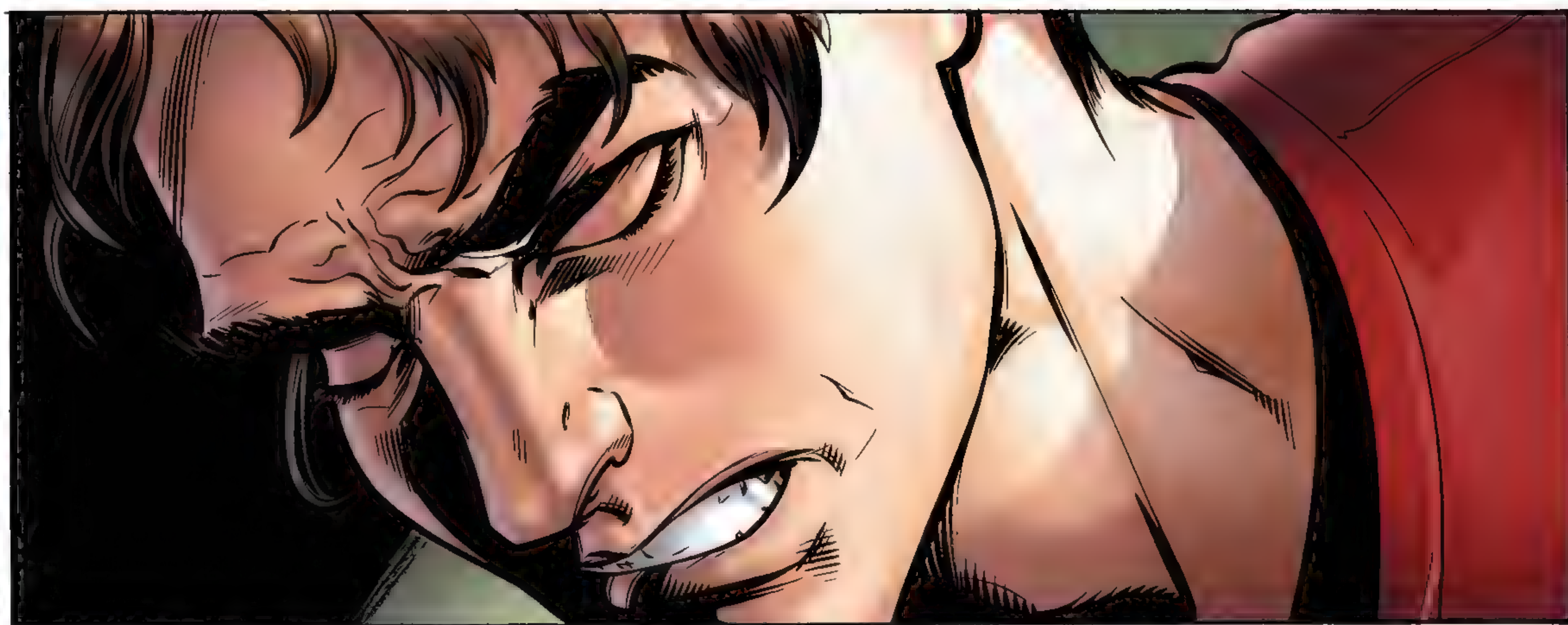




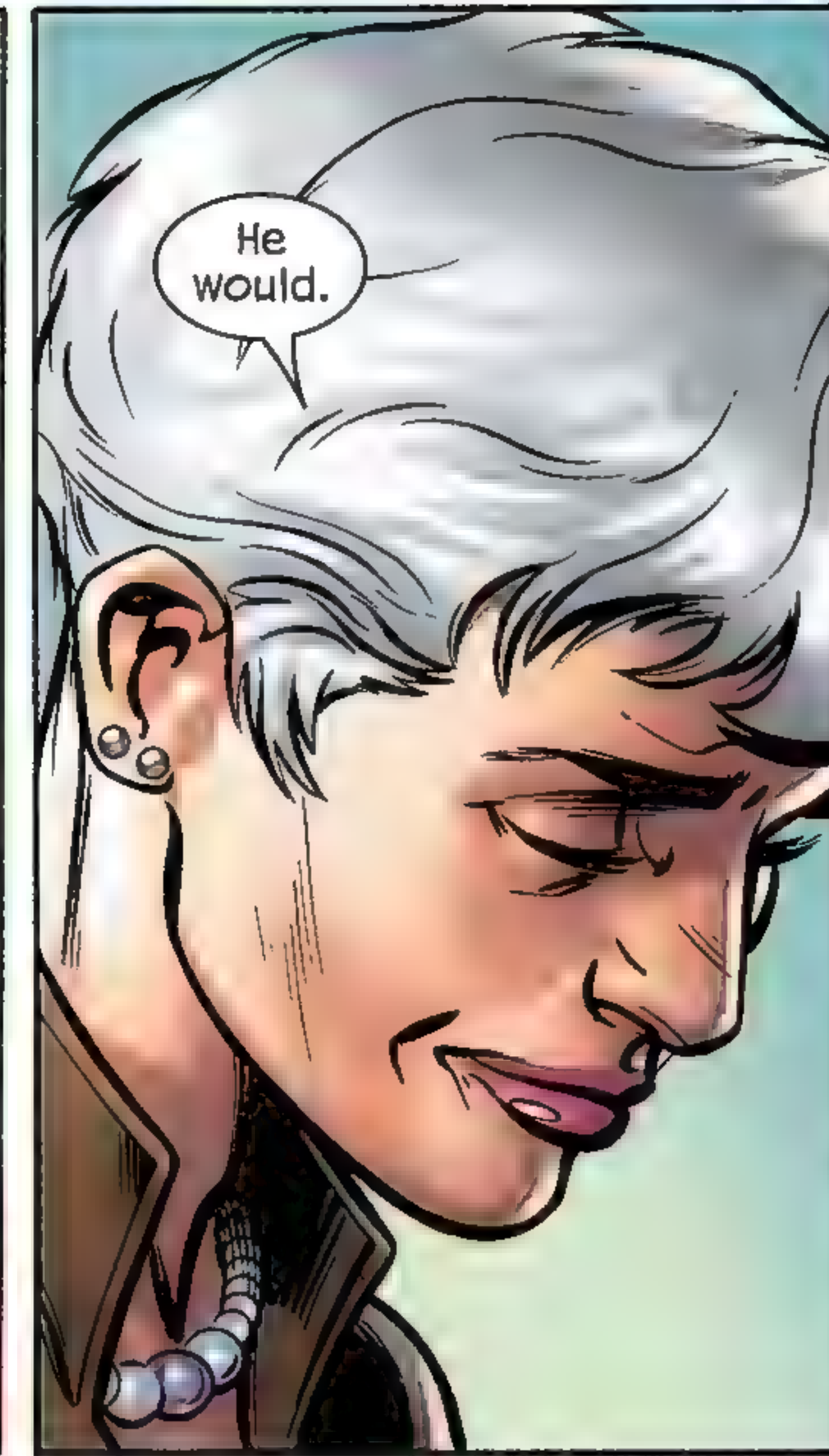
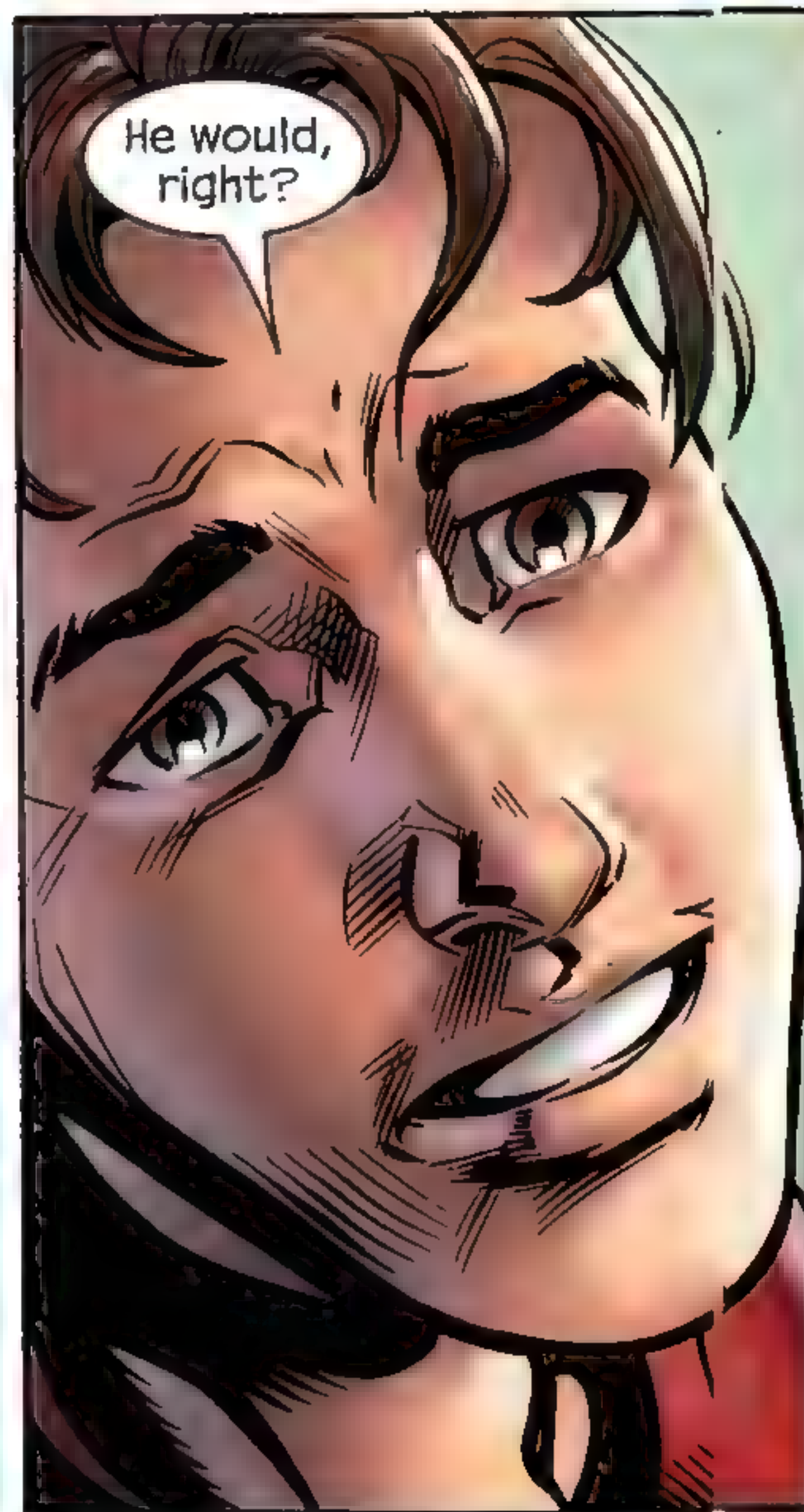
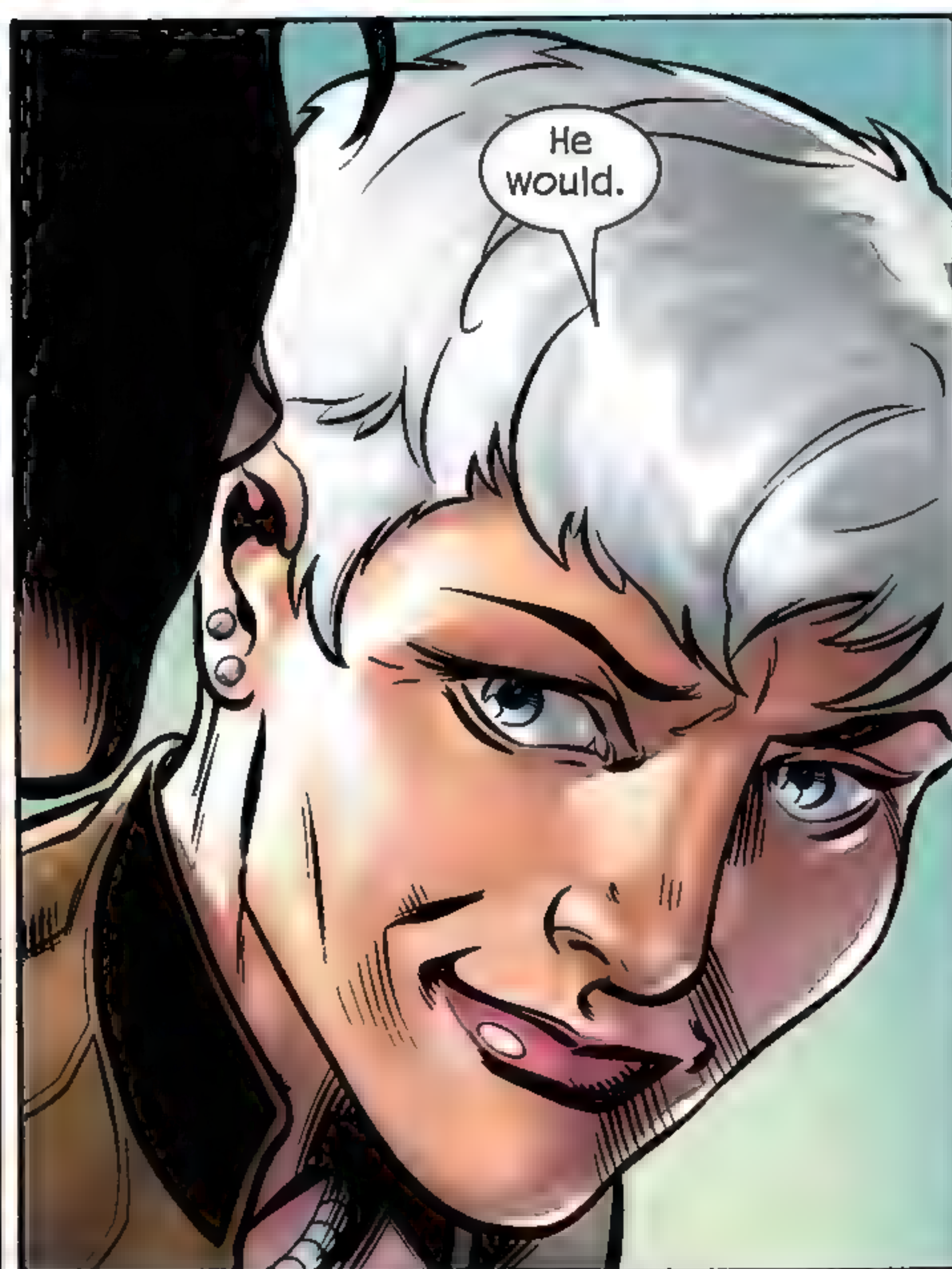
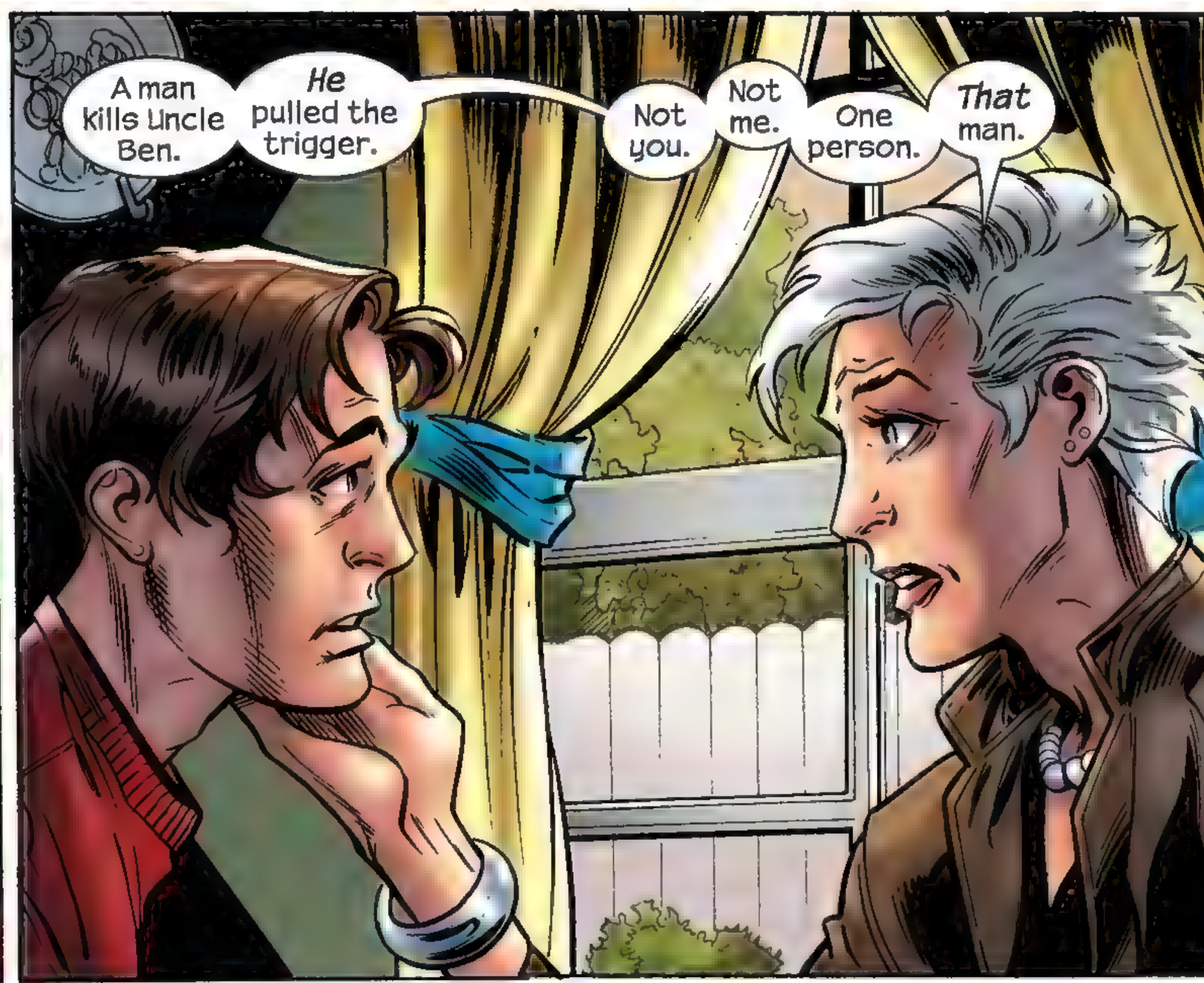
















Originally, I got the costume so I could try and make some money on the pro-wrestling circuit.

What?!!

I know.

It- it sounded like a good idea at the time.

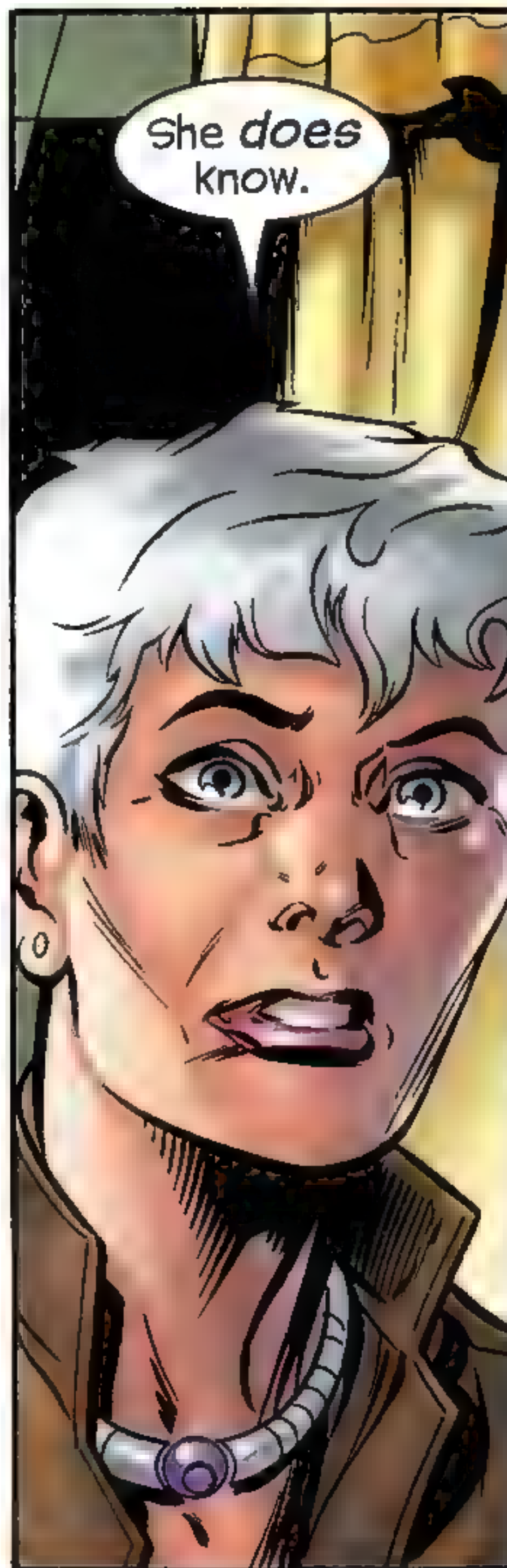
I like the costume. You can't tell who I am.



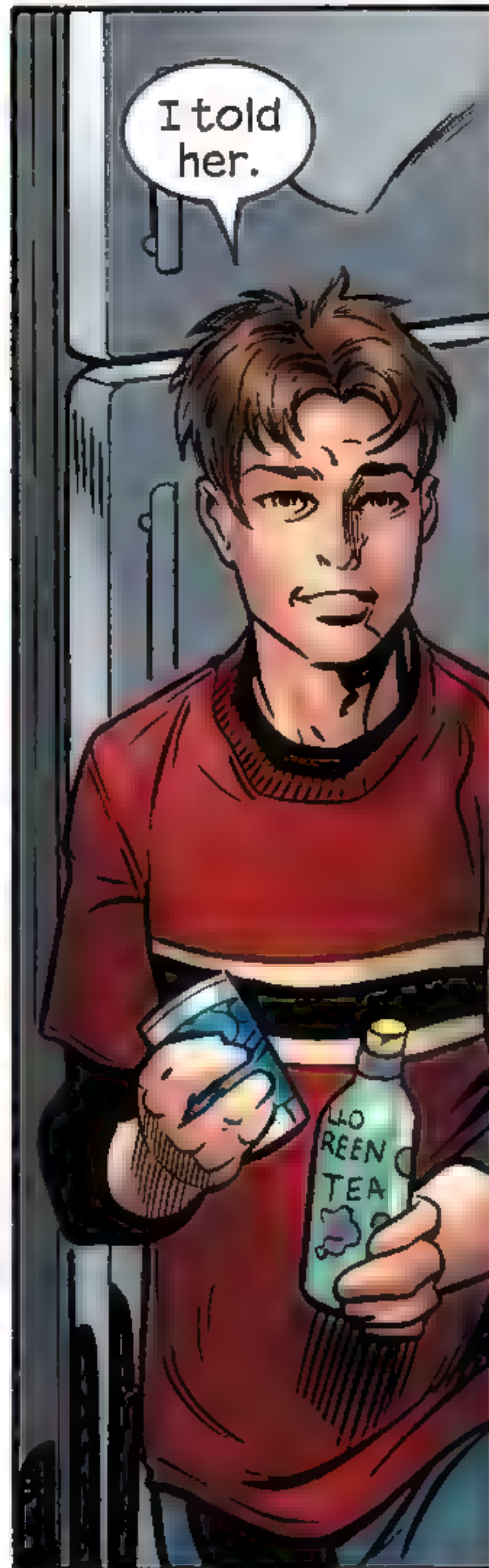
You can't tell anything about me. I can wear it under my clothes.

And you made it?

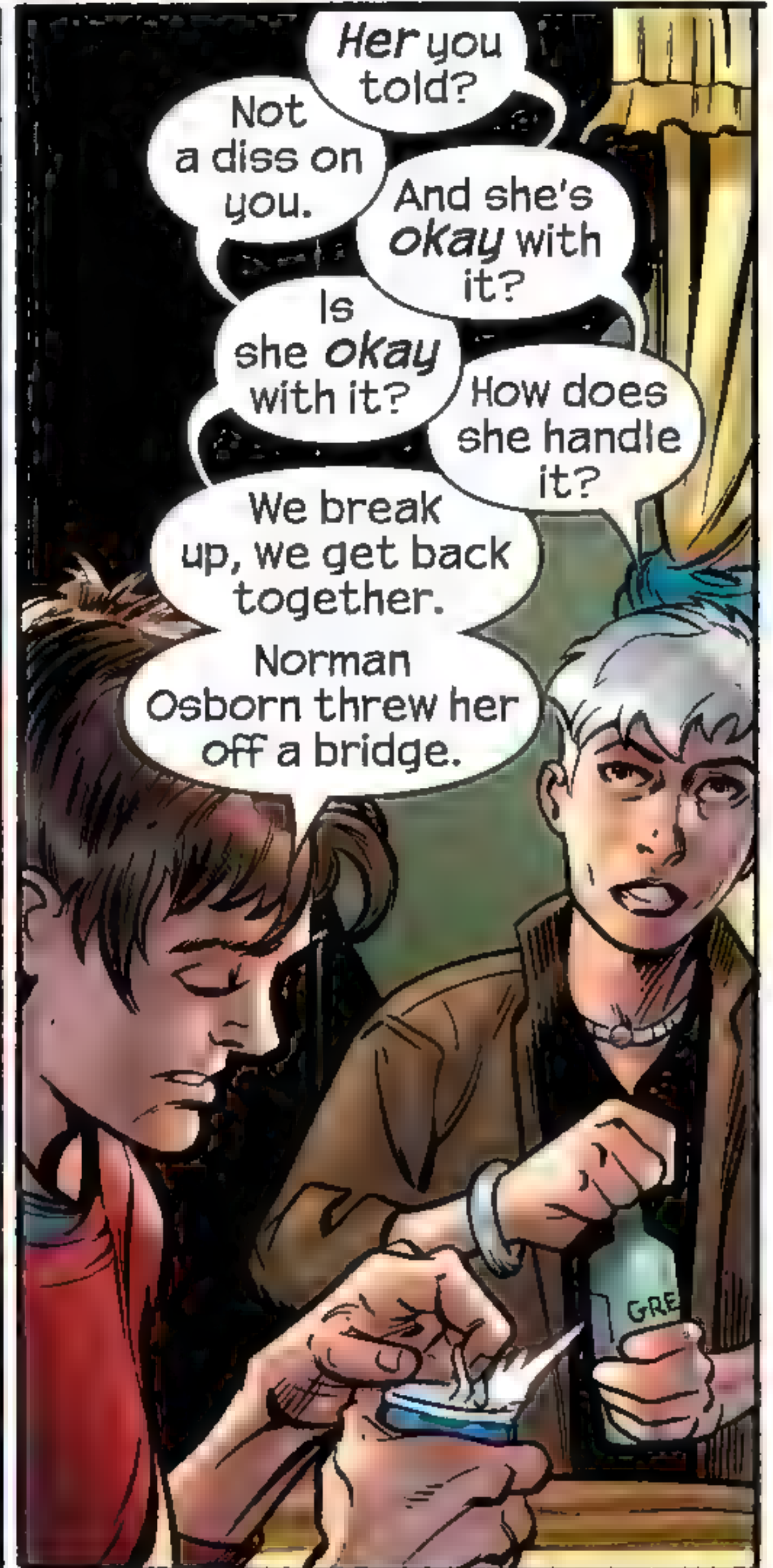
MJ made the one I wear now.



She *does* know.



I told her.



Her you told?

Not a diss on you.

And she's *okay* with it?

Is she *okay* with it?

How does she handle it?

We break up, we get back together.

Norman Osborn threw her off a bridge.



What?

And that's why I didn't want to tell *you*!

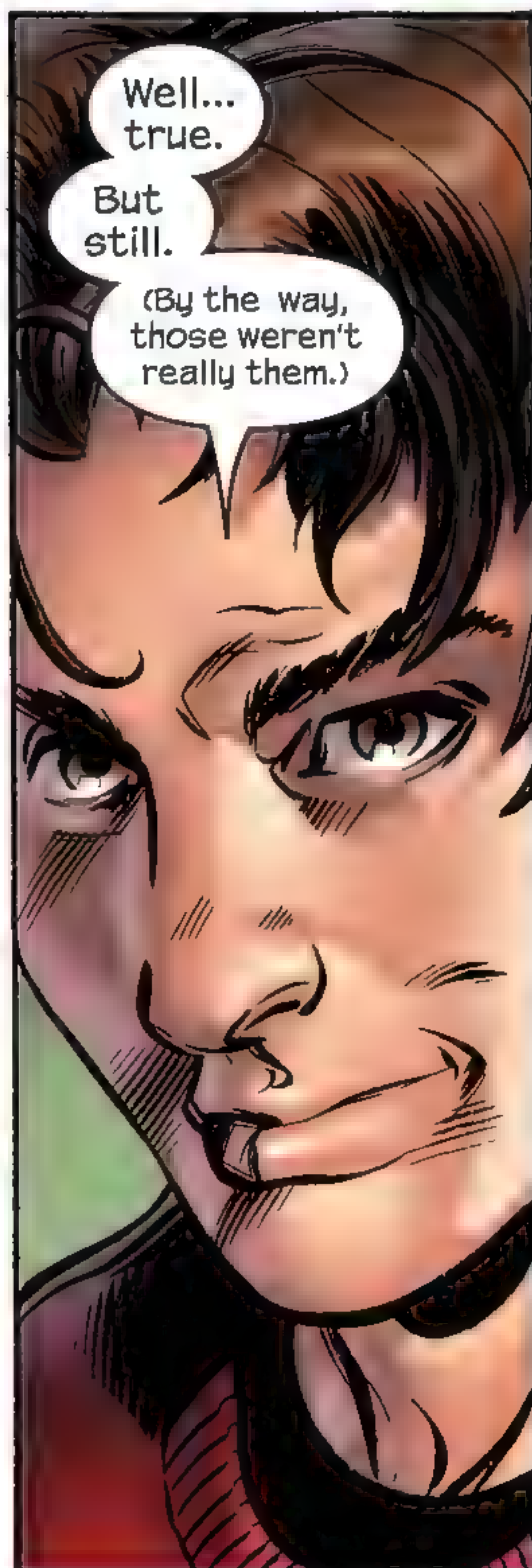
It puts you in *danger*. It makes you an accomplice.

I didn't want to make the same mistake I made with *her*, with *you*.

And when I finally *did* tell you...you *keeled over*!!



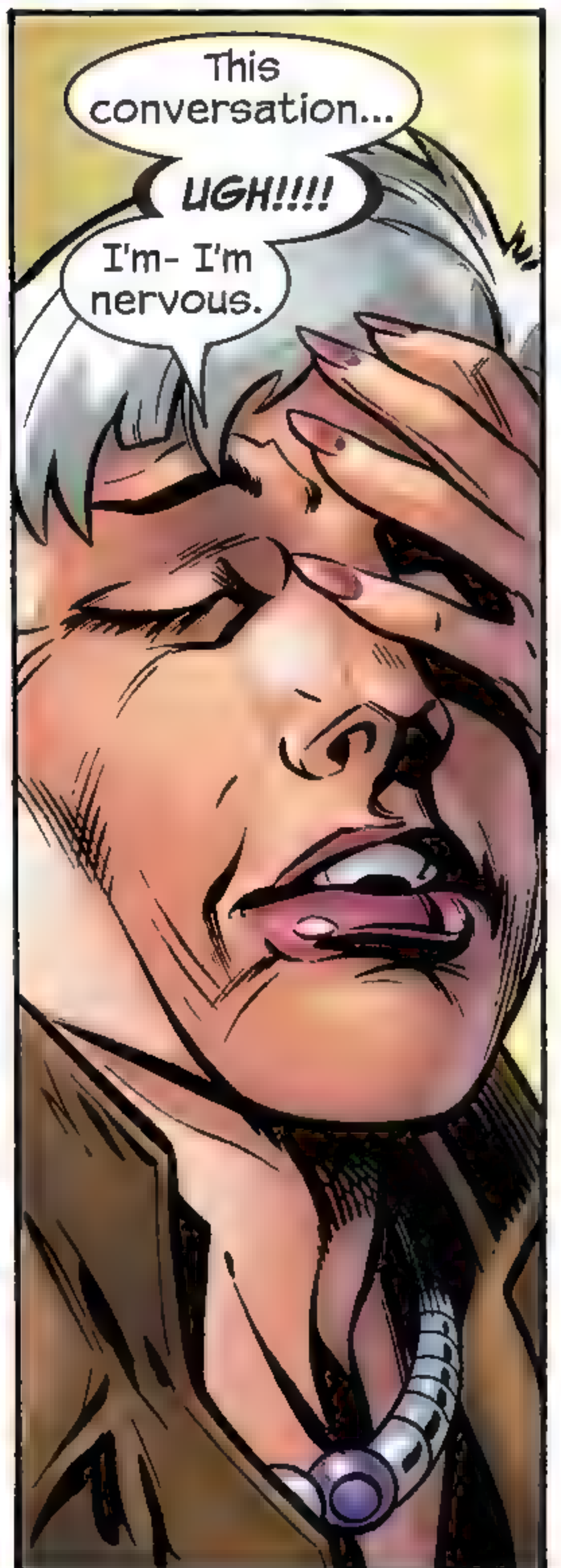
I keeled over because your father and Gwen Stacy came back from the *dead* and people were *shooting* at the house.



Well... true.

But still.

(By the way, those weren't really them.)



This conversation...

**UGH!!!!**

I'm- I'm nervous.





Maybe we should stop for a while and let you--



No, no, I'm just excited.

This.

I have to tell you. This is such a *relief*.

It's like the world's gone to full color.

Now I see everything. Now I see how everything is connected.



Sure.

You don't know this but I- I was kind of obsessed with why this Spider-Man was so close to my life.



Why was Spider-Man always in this neighborhood?

Why was Spider-Man there when Ben died?

Why is he at your school??

And now I see it's no mystery, it's just how unbelievably *careless* you are.

It's not *careless*.

It's just, crazy stuff happens all the time.



People come to your school looking for Spider-Man.

Someone's going to get hurt.

I know.

Not if I can help it.



How do you do this??

Tell me how you go from little Peter Parker to this Spider-Man.

How do you know when to be Spider-Man?



PETER PARKER:  
Well, um, well...  
I can tell you what  
happened today.

AUNT MAY:  
*Today?! You were  
being Spider-Man  
today, before you  
came and got me  
from the hospital??*

PETER PARKER:  
Well...yeah.

AUNT MAY:  
I thought you  
were *working!*

PETER PARKER:  
I was. I was at  
the *Daily Bugle*.

AUNT MAY:  
You *do* work there.

PETER PARKER:  
You've *seen* my  
paycheck. I *do* work  
there and it's a great  
job. I *love* it there.

There's always  
something really  
intense going on.

And- and- and smart  
people arguing about  
morals and ethics and  
integrity that most  
of them feel they have  
to *not* live by, or  
the paper will fold.

I love it there. I'm  
serious. If it wasn't  
for science, I so  
could see myself  
being a journalist.

AUNT MAY:  
Maybe you *will* be one.

PETER PARKER:  
Maybe. But the  
*other* thing I love  
about that place is  
that it's this *hub* of  
information for me.

Anything going on in  
the city...*anything*.  
And the paper knows  
about it in two seconds.

A bank robbery, a  
monster tearing up Times  
Square, vampires...

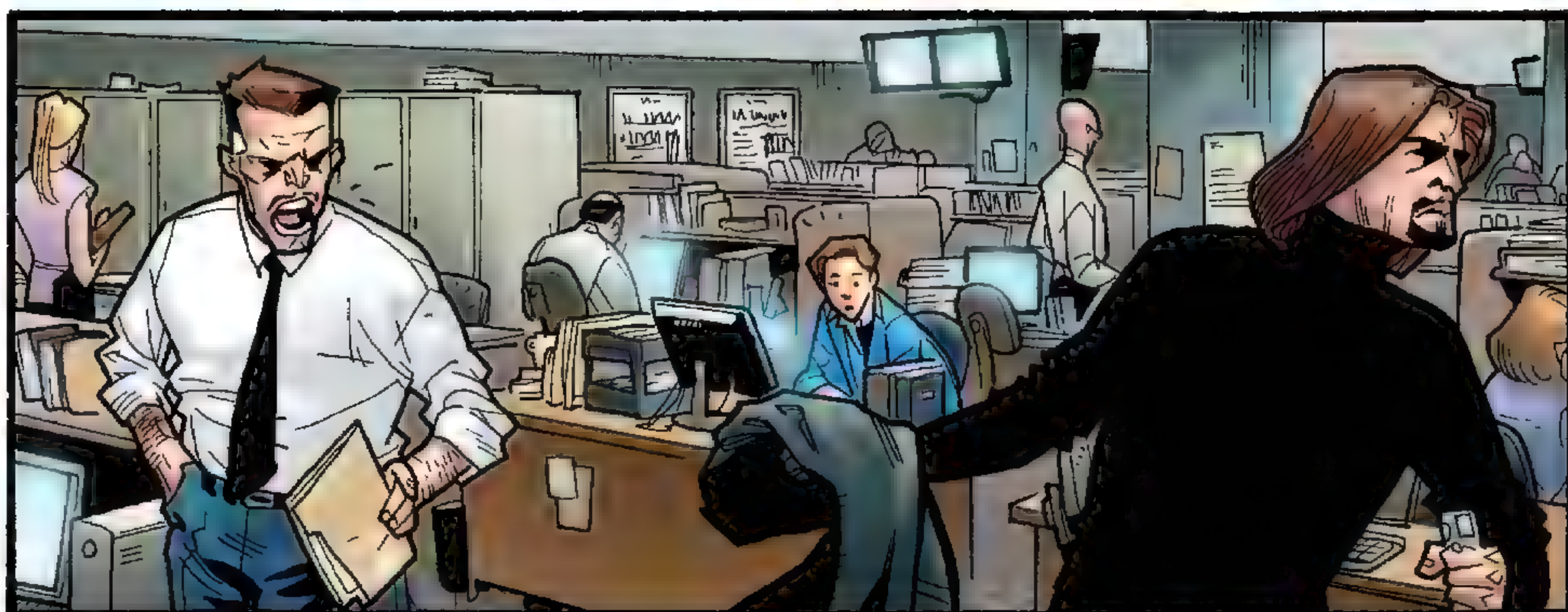
AUNT MAY:  
*Vampires??*

PETER PARKER:  
Whatever is going on,  
I know all about it.

And the place is so  
huge that I can sneak  
out and try to do  
something to help  
without anyone really  
ever noticing I'm gone.

Most of the time I get  
there before the cops.

And a lot of the time  
*I'm* in and out of there  
before the reporter who  
got assigned the story  
can even physically *get*  
across town to get to it.





**PETER PARKER:**  
Today's adventure was about someone flipping out in an industrial complex, and there were hostages and all kinds of bedlam of some sort.

But what caught my ear about this was it was happening at **Roxxon Industries**.

**AUNT MAY:**  
What's Roxxon Industries?

**PETER PARKER:**  
Exactly! They're a pharmacological-industrial-conglomerate-complex, and every fourth time I've had to put my costume on in the last five months, it's been about *them*.

Either someone's trying to *assassinate* the guy who owns Roxxon, or a big, flying birdman is trying to *blow up* Roxxon, or some silver lady gets hired by Roxxon to find me.

It's all this **Roxxon** stuff.

And I don't know why!!

I don't know what's going on or who exactly is involved, all I know is that this Roxxon company is always at the center of shenanigans!

**AUNT MAY:**  
What do you think it is??

**PETER PARKER:**  
I think that the rich people who own Roxxon are up to shenanigans and getting away with it because everyone is so focused on Norman Osborn and Otto Octavius that no one is paying attention to Roxxon.

Or Roxxon paid a bunch of people to look the other way.

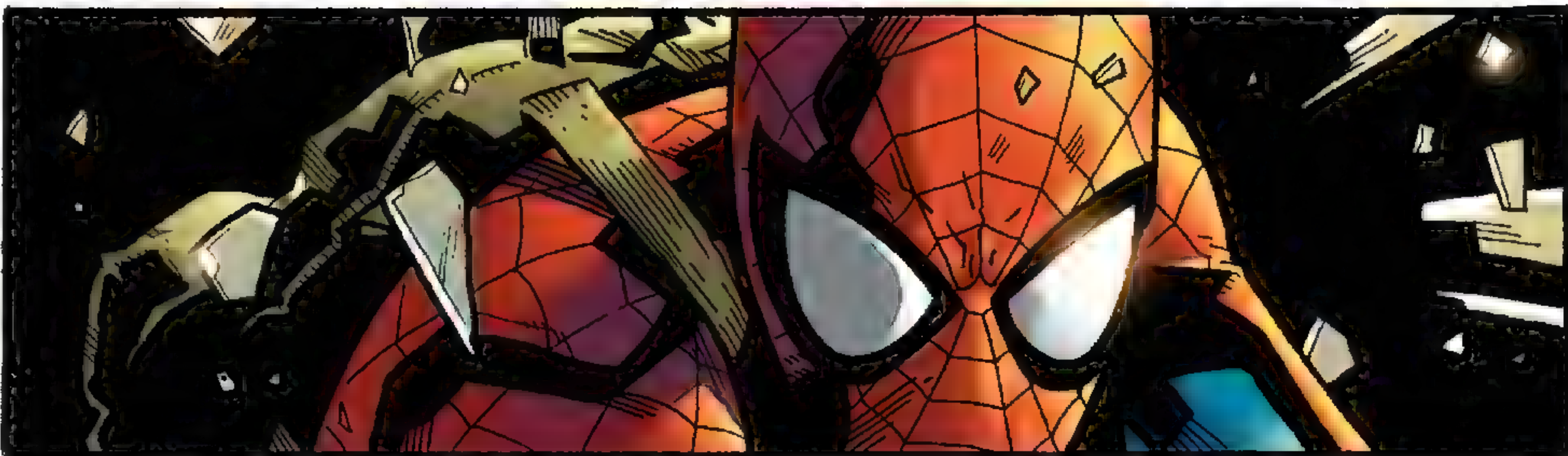
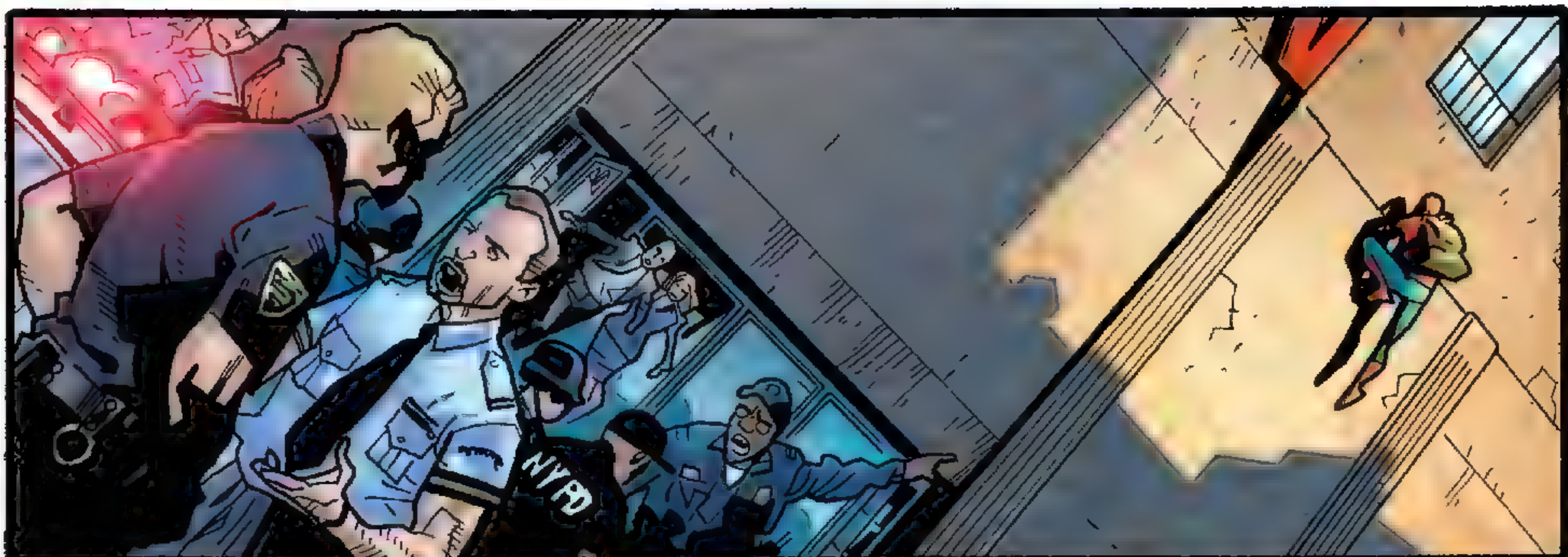
Or that Roxxon is in cahoots with our government and getting a free pass.

But what matters is they're up to shenanigans and people are getting hurt.

By the time I got across town, it was already bedlam there, chaos...

Cops, fire trucks, people screaming. The media was blocks away...

I didn't know what I was diving into, but I knew there were people in there and...





PETER PARKER:  
Honestly, I didn't know  
*what* I was looking at.

AUNT MAY:  
What happened?

PETER PARKER:  
Well, first the place  
was just trashed. People  
were screaming.

And in the middle of  
this gorgeous, high-tech  
laboratory, that was *so*  
trashed it hurt my young  
scientist heart, was this  
guy who was made out  
of- of *floating black-  
and-white*.

AUNT MAY:  
I don't understand.

PETER PARKER:  
I don't know how else  
to describe it. There  
were these floating  
*spots* of black all over  
his body.

And- and his body  
seemed- I don't think he  
was wearing clothes.

All white, chalk-white,  
with black spots  
cascading and moving  
over him and into each  
other like a human-lava-  
lamp kind of thing.

It was freaky.  
He was a man made  
up of spots.

AUNT MAY:  
So you just *hit* him.

PETER PARKER:  
Well, no, first I tried  
asking him what was up,  
but my spider-sense  
went off.

AUNT MAY:  
*Spider-sense??*

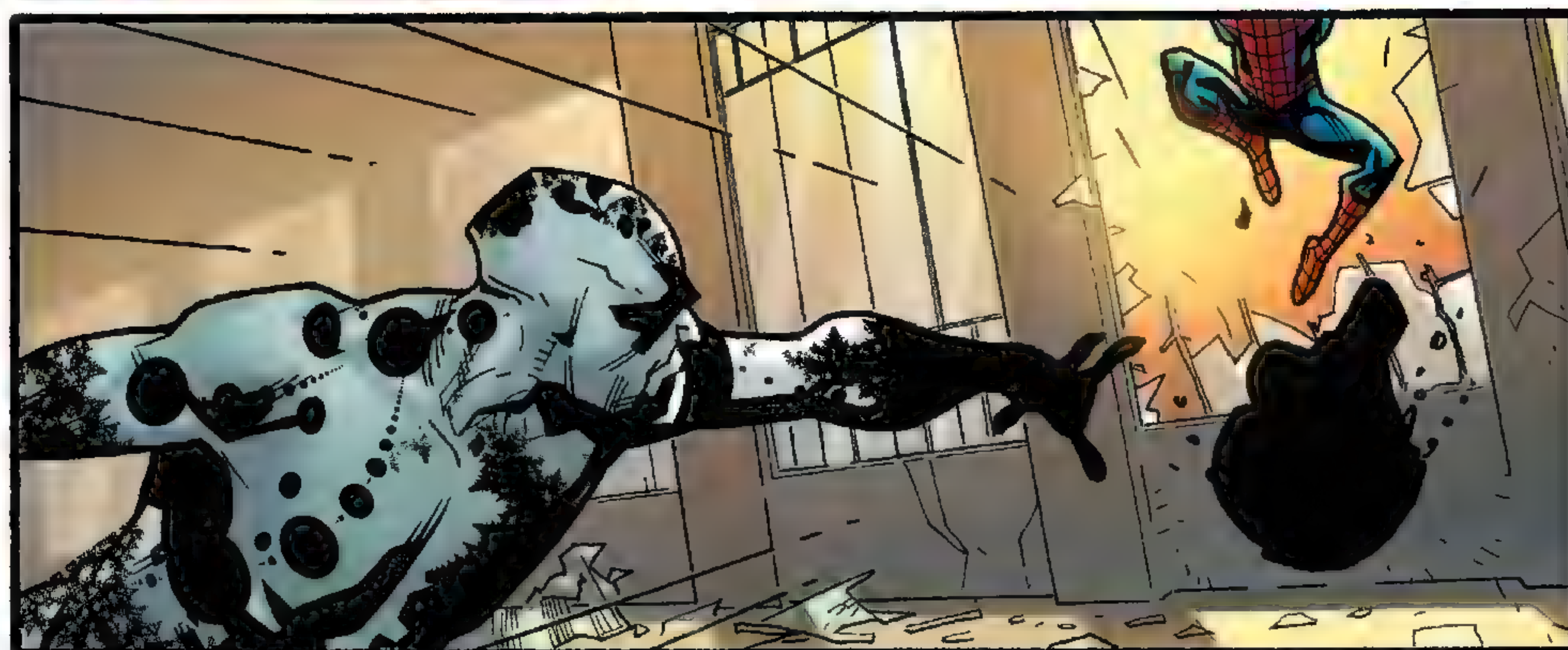
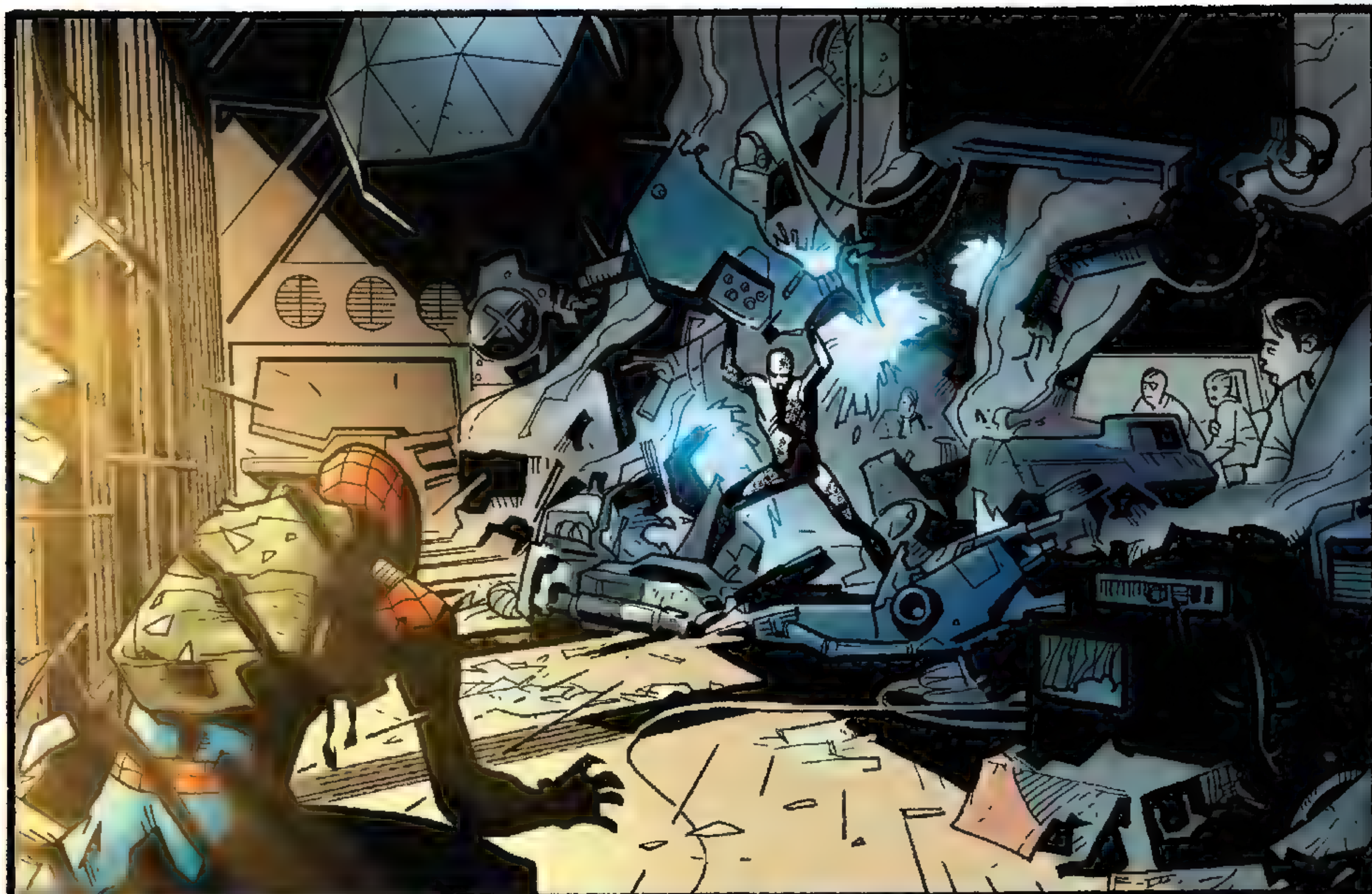
PETER PARKER:  
Oh yeah. I have a  
*sense*. A- a buzzing-  
it warns me there's  
danger.

It helps me dive  
out of harm's way.

And it *went off*,  
which meant "*game  
on*." So I tried to put  
a stop to it before  
it all went crazier.

AUNT MAY:  
And--

PETER PARKER:  
And that's when  
things got crazier.





PETER PARKER:  
These spots.

These black spots.

He controlled them  
and they seemed to  
be maybe little black  
holes, or little doors of  
antimatter, or little--

I don't know--  
he could toss black  
spots onto things and  
push objects and  
himself through them.

AUNT MAY:  
I- I can't even  
fathom what you're  
talking about--

PETER PARKER:  
*I know.* I know.  
That's my point.

You'd need to be a  
genius doctor of particle  
physics to even know  
the terms that describe  
what was *happening* and  
how they *defied* all of  
those terms and laws.

AUNT MAY:  
Black spots?

PETER PARKER:  
I'm standing *here* and--  
and he's standing all the  
way *over there* and  
I'm trying to find out  
what is happening and  
all of a sudden I'm being  
punched in the back of  
the head...by *him!*

AUNT MAY:  
What?

PETER PARKER:  
Yes, by the same guy,  
he's over there, and  
he's punching me like  
he's standing right  
behind me.

I was getting  
*vertigo* from it.

Like, the brain's not  
used to *seeing* things  
like this.

It doesn't know  
how to register it.

AUNT MAY:  
But your spider-sense...

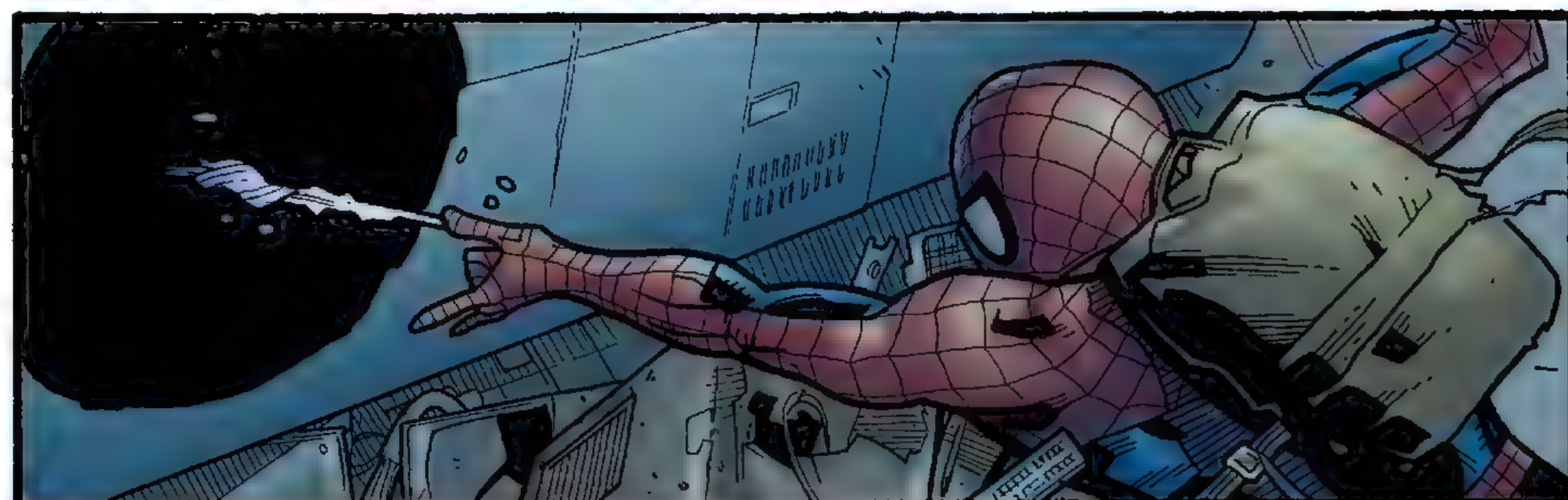
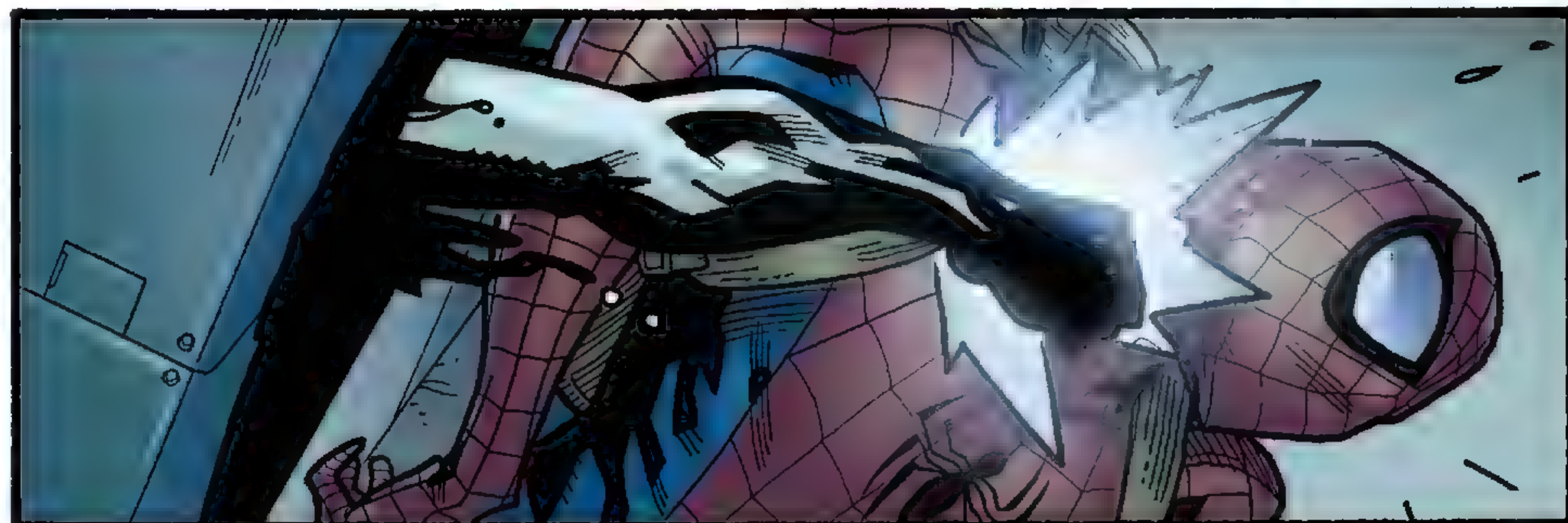
PETER PARKER:  
Tells me I'm in danger.

It doesn't tell me  
exactly *what* I'm in  
danger from.

AUNT MAY:  
So he was hitting you,  
he was hitting you just  
for trying to help him.

PETER PARKER:  
To be fair, he doesn't  
know what I am, either,  
and it didn't look like  
he wanted help.

And I wasn't so  
much trying to *help*  
him as to *stop* him  
from maybe hurting  
the people in there.



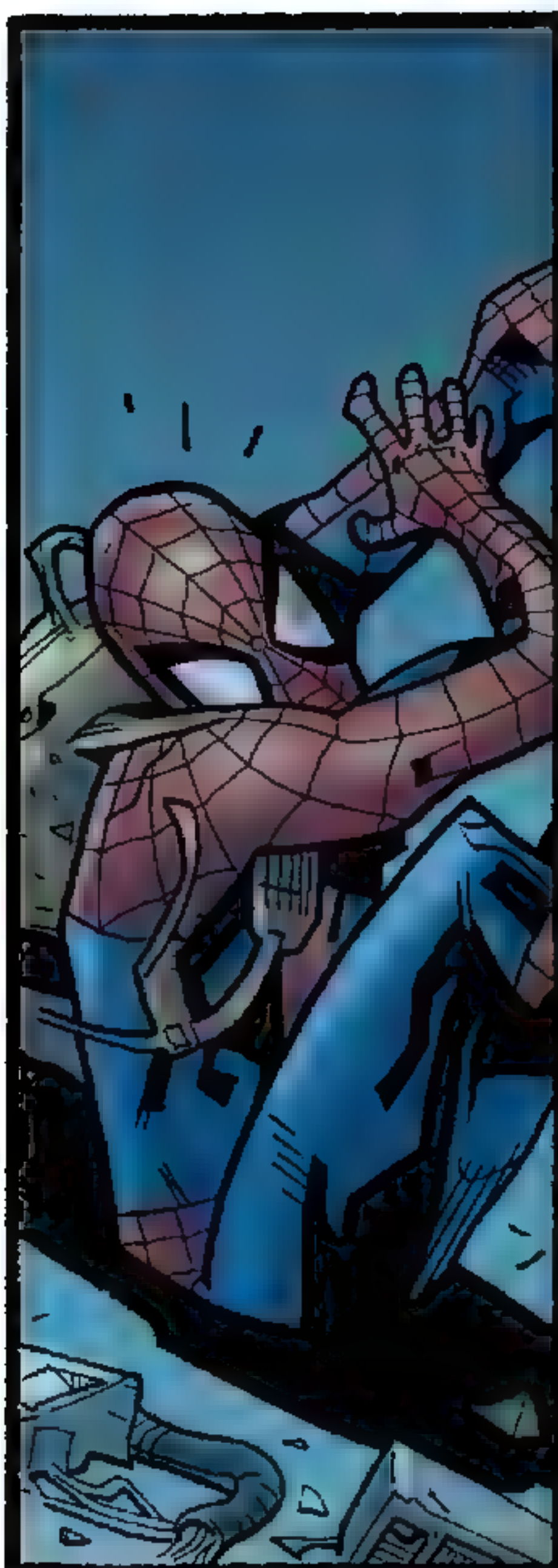
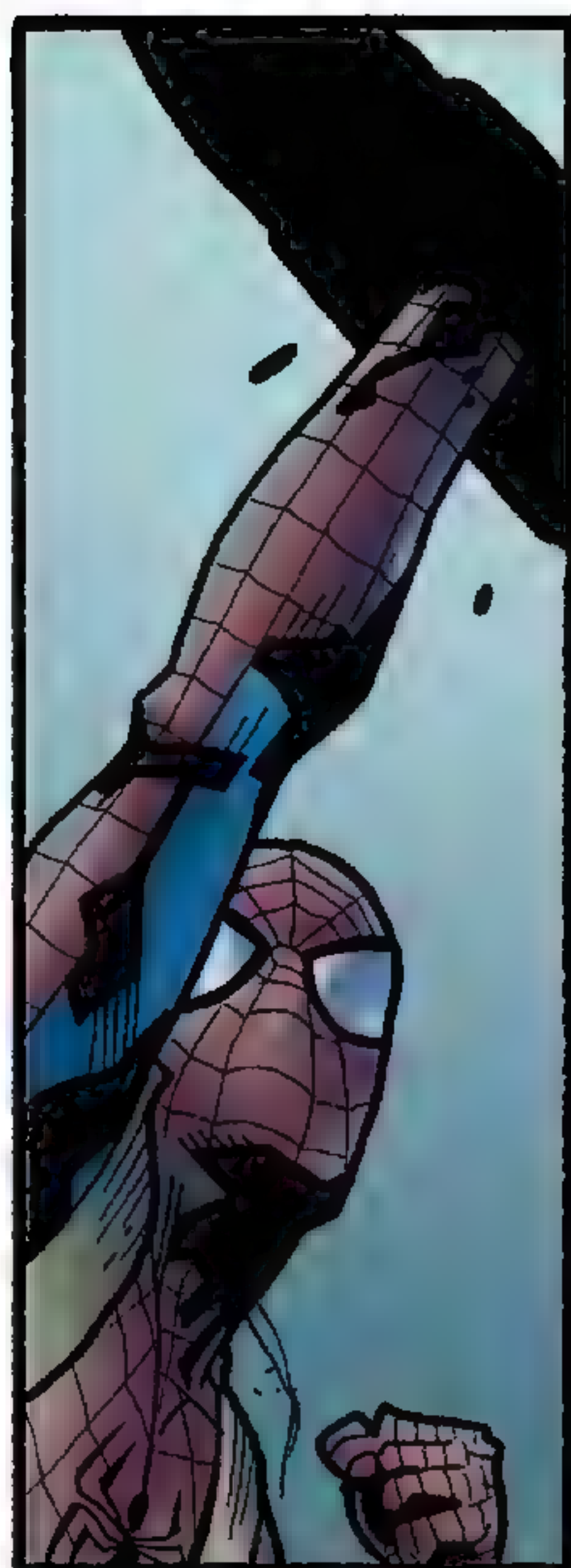


**AUNT MAY:**  
But still- how did he  
*get* that way with the  
black spots?

**PETER PARKER:**  
I asked.  
He kicked me.

**AUNT MAY:**  
So you have no  
idea what this was  
about even...

**PETER PARKER:**  
Well, at first I didn't,  
but there was this nice,  
terrified lab assistant  
under one of the tables  
who kept yelling out  
things like:



"Frank, please...  
it was an accident!

"We would never  
have done this to  
you on purpose!!

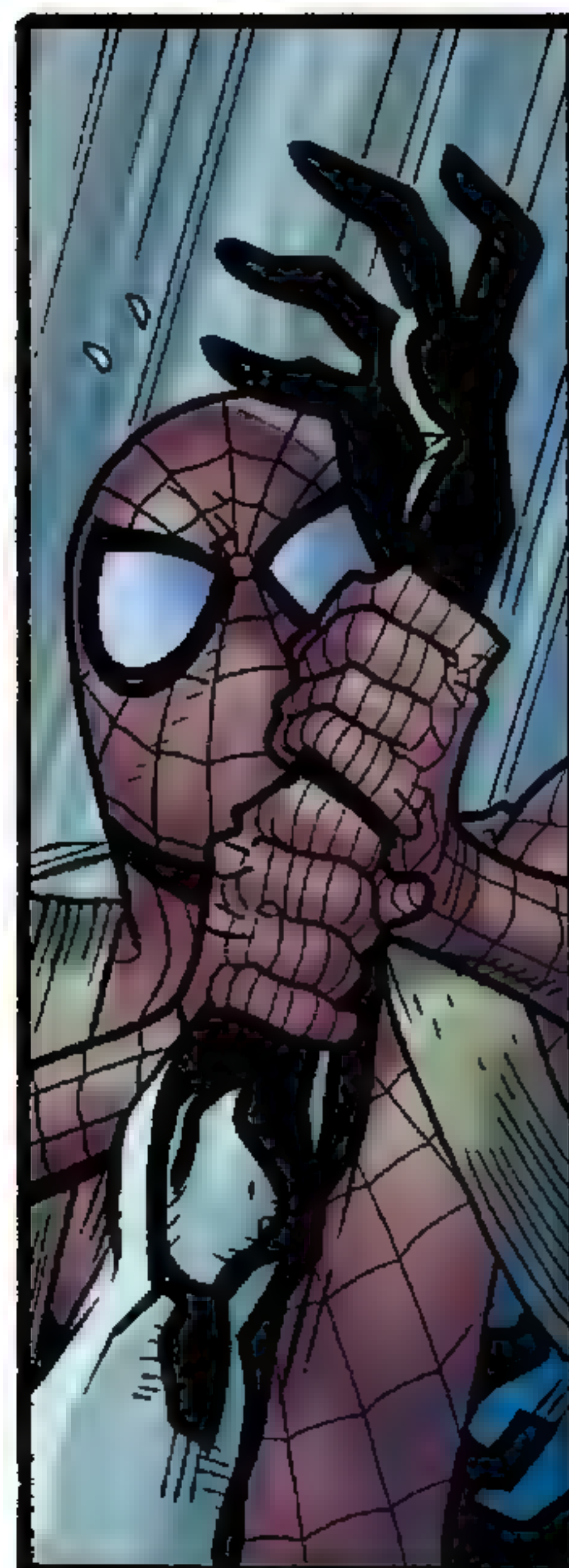
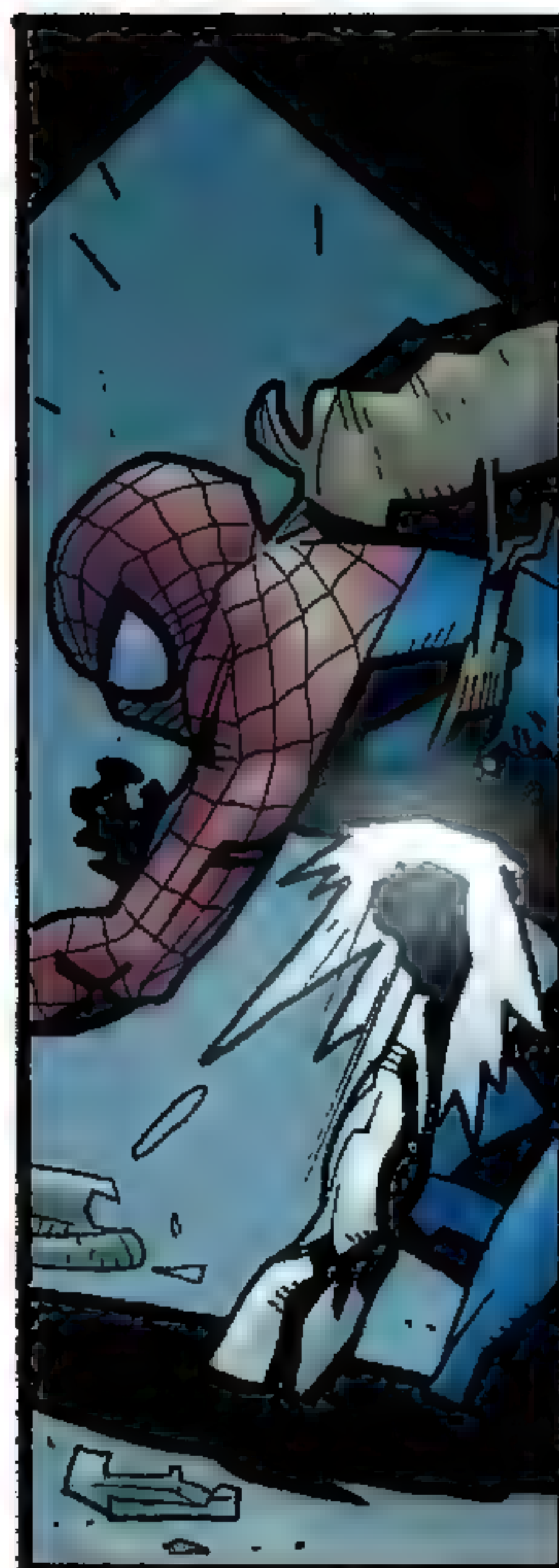
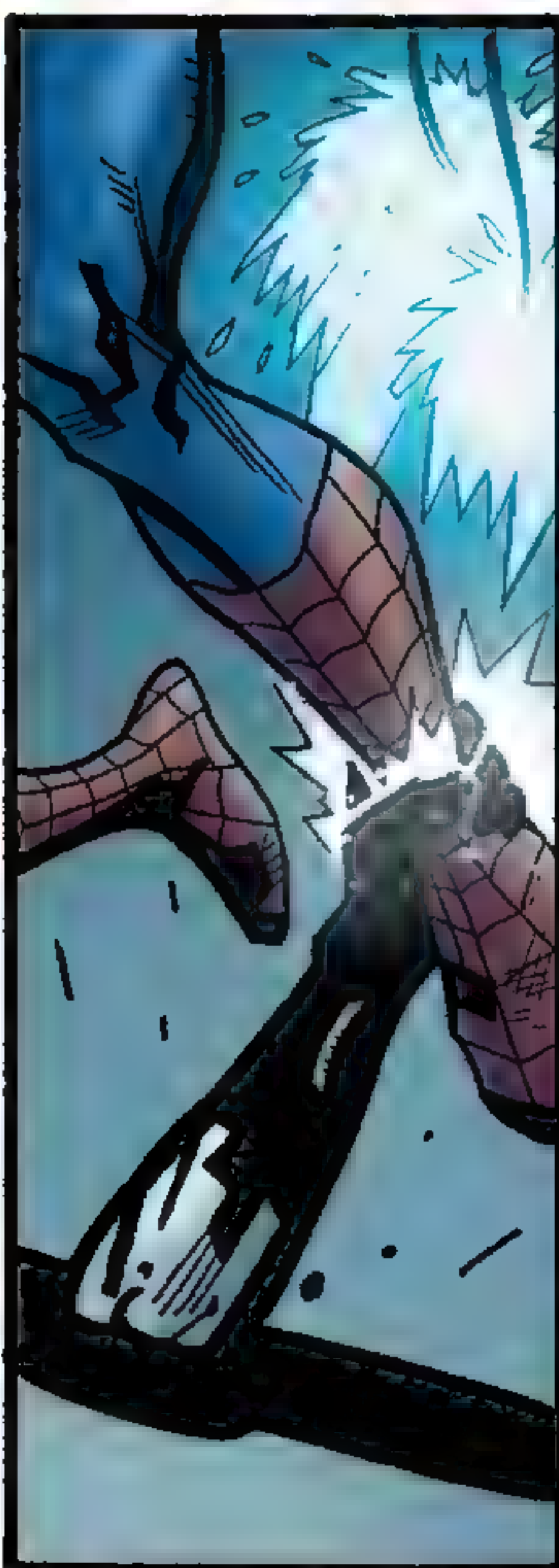
"Please, let's think  
about the scientific  
ramifications of  
blah blah blah..."

So basically  
they did this to him,  
or he did it to himself  
by accident.

Either way,  
he was freaking  
out.

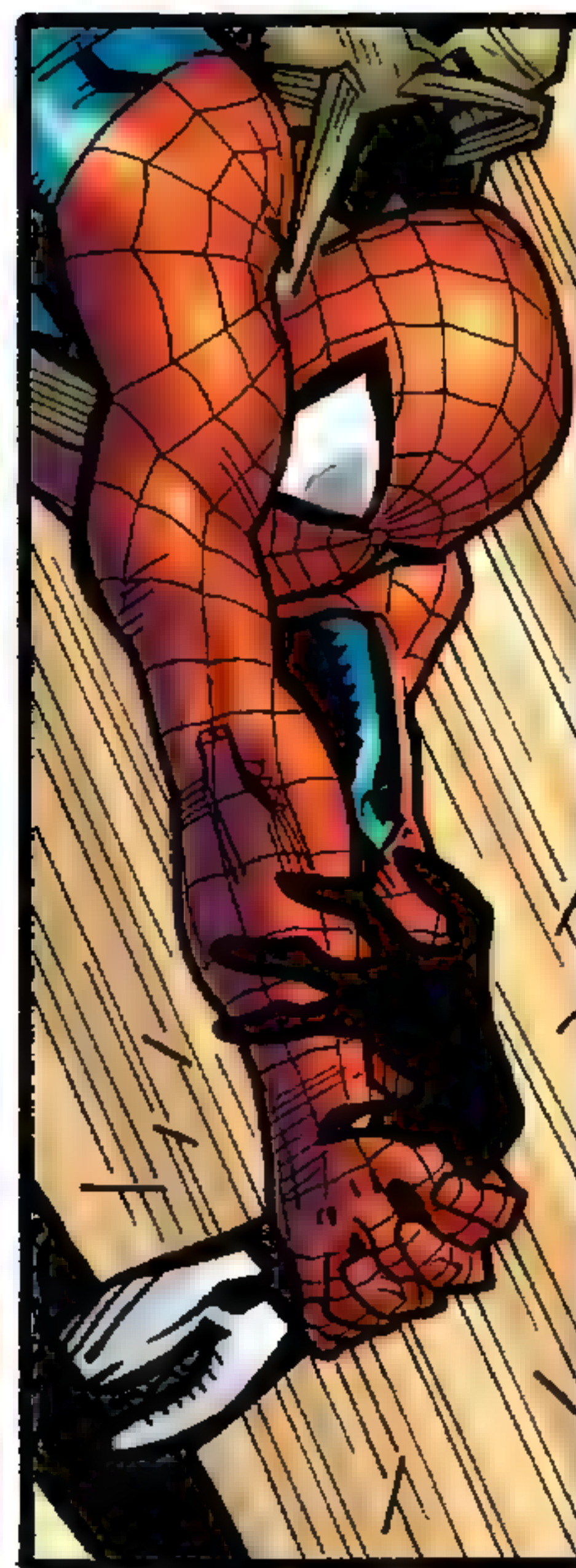
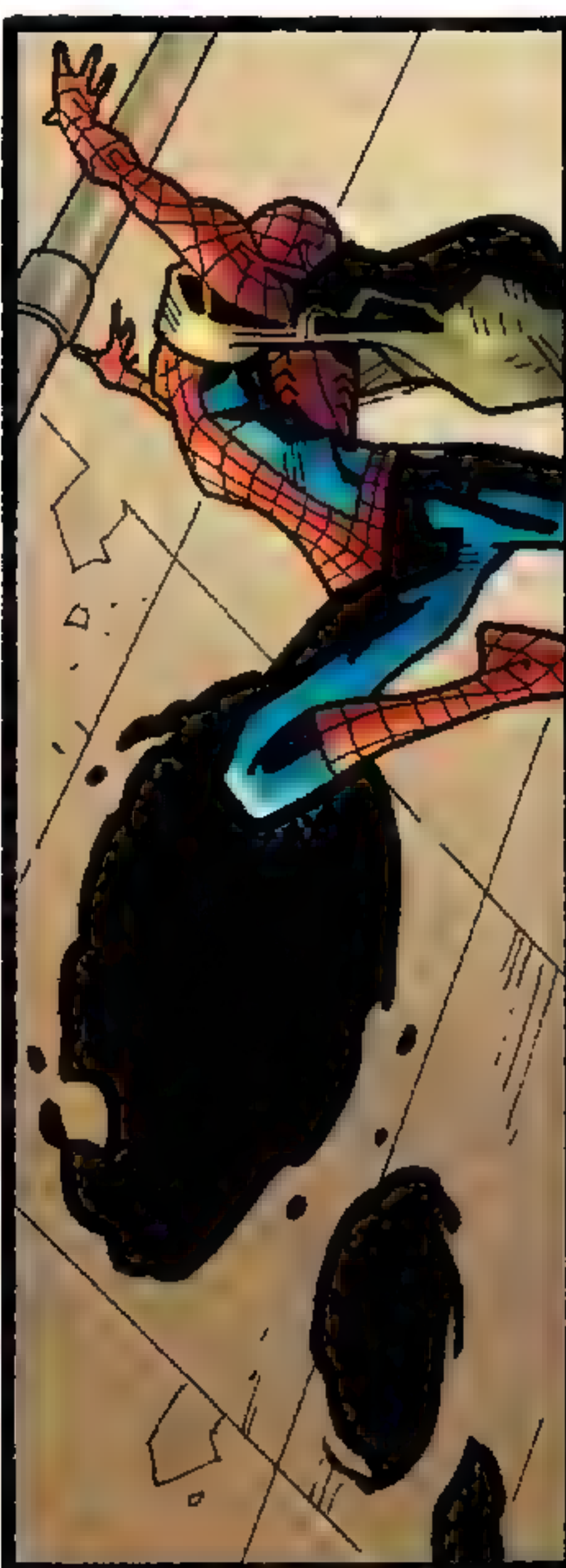
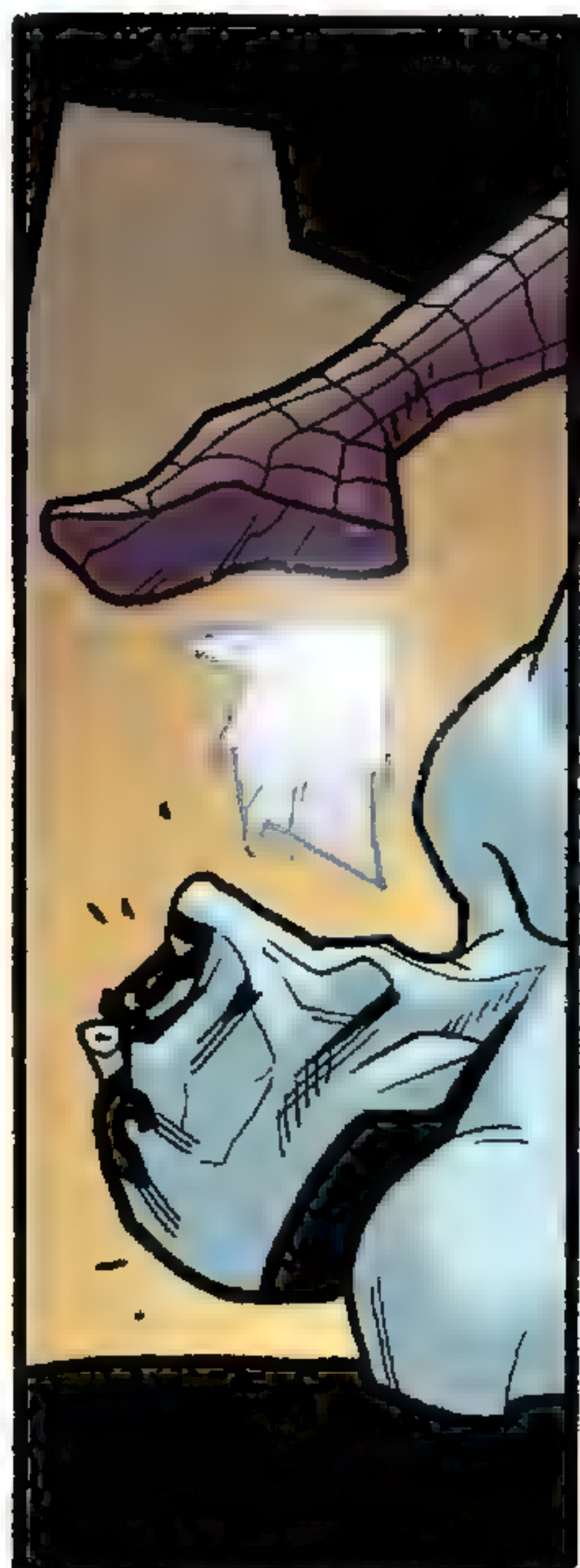
People were  
in danger.

**AUNT MAY:**  
So you beat him up.



**PETER PARKER:**  
I can tell you're  
not comfortable  
hearing about  
this part...

...so let's skip it.





PETER PARKER:  
But I saved the day.  
(I guess.)

And as usual, the  
cops barged in,  
pulled their guns on  
me and I ran away.

ALINT MAY:  
Why do they pull  
their *guns* on you?

PETER PARKER:  
Because everyone is  
*freaked out*, and I'm  
there in a costume  
and, hey!!

ALINT MAY:  
That happens  
*all the time*?

PETER PARKER:  
That happens  
*every* time.

ALINT MAY:  
They *shoot* at you??

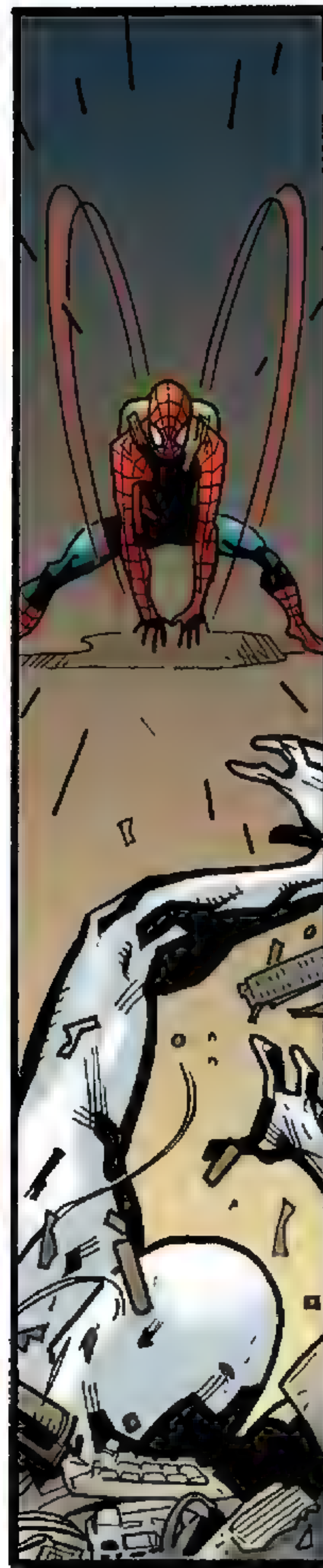
PETER PARKER:  
Listen, I'm not trying  
to upset you--

ALINT MAY:  
They shoot at you??  
You save them and they  
*shoot at you*??

PETER PARKER:  
Um, let's save  
that part of it for  
another time.

The point is there was  
this guy who defied all  
laws of physical space  
who almost pulled me  
into a black hole of  
an abyss--

ALINT MAY:  
This is all- what  
does it all mean?







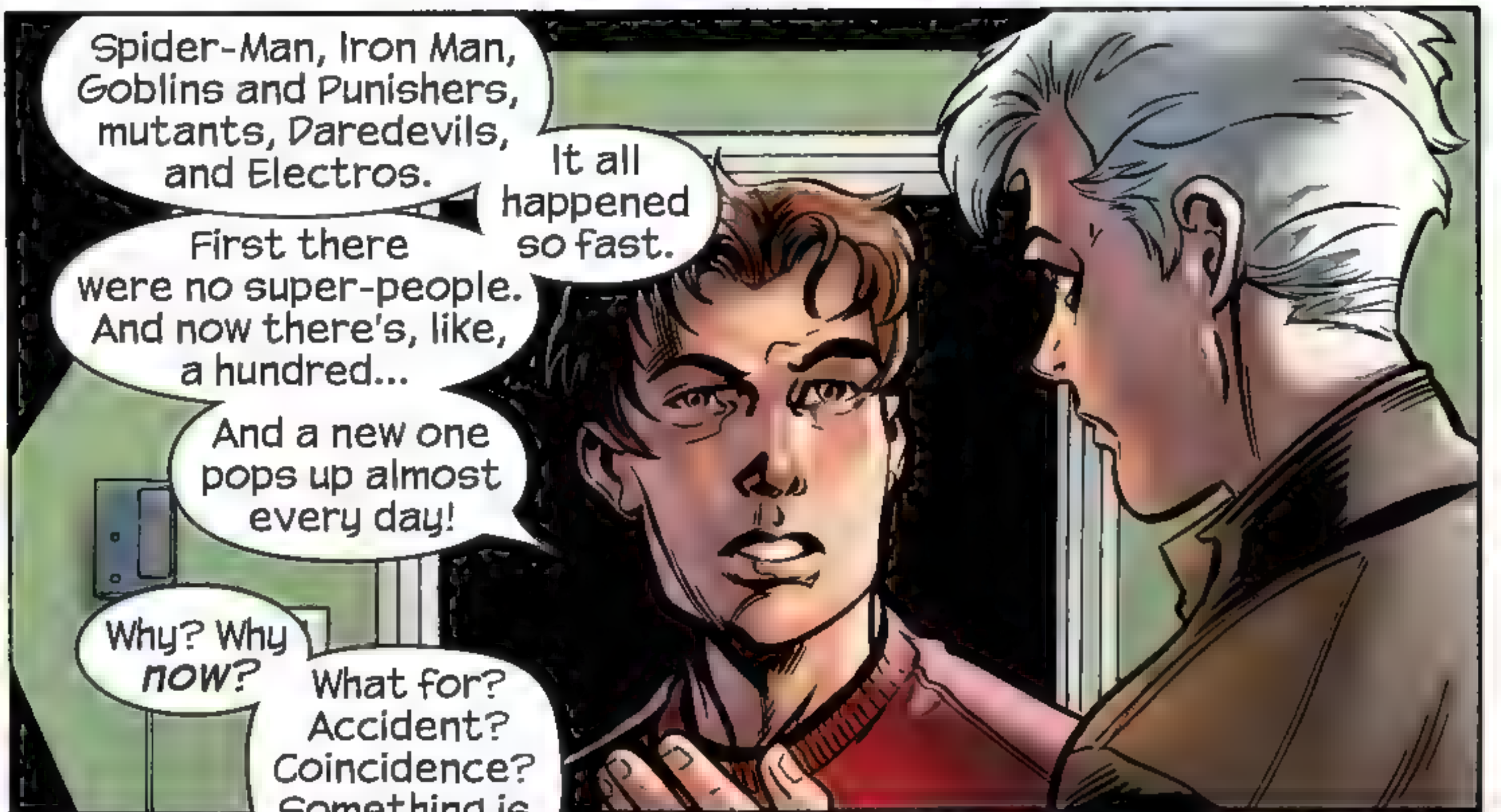
See, *that's* the question.

At first it's just, there are people in danger. Be the hero.

But...

I think- I think maybe it *does* mean something more.

Something big.



Spider-Man, Iron Man, Goblins and Punishers, mutants, Daredevils, and Electros.

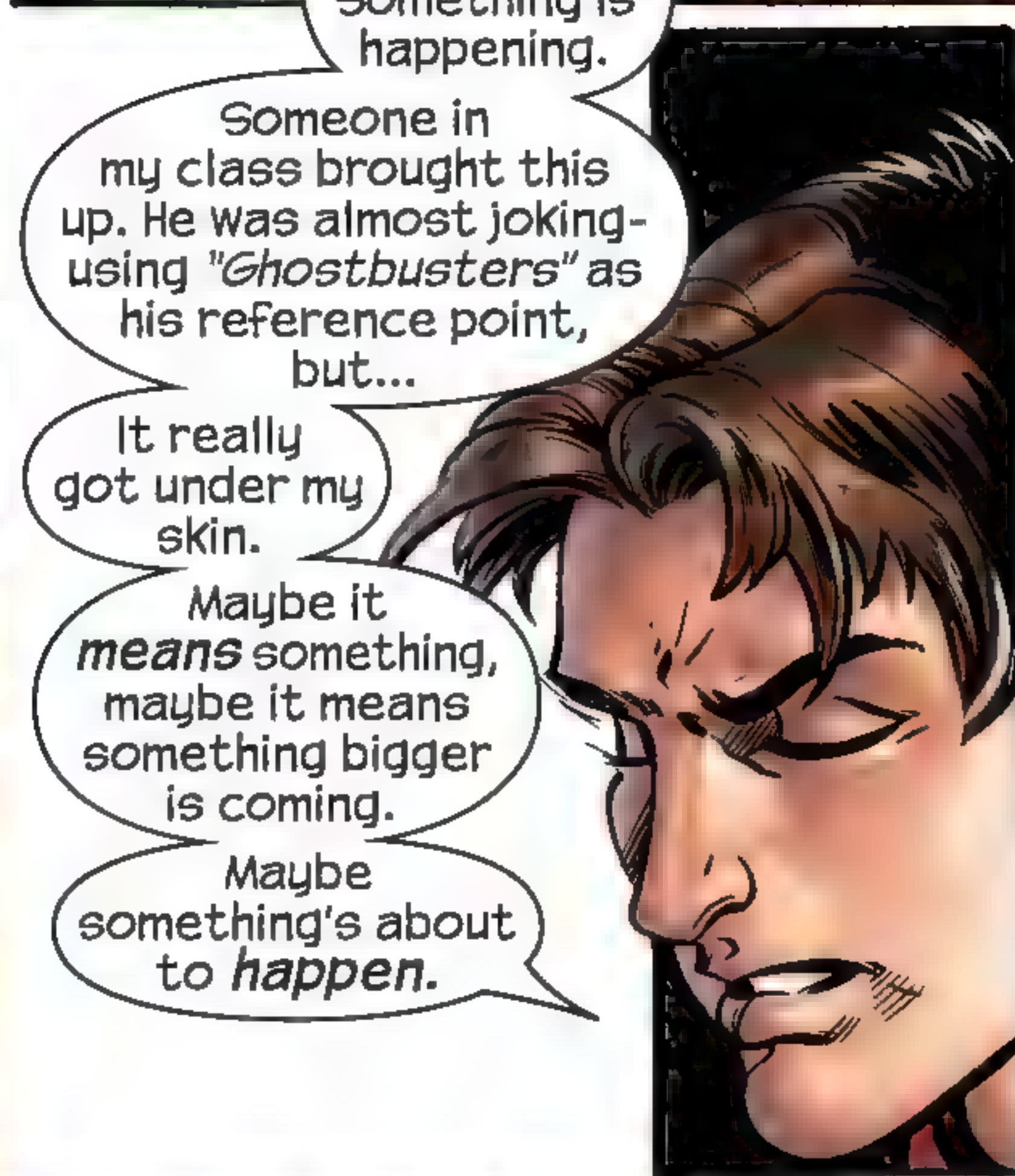
It all happened so fast.

First there were no super-people. And now there's, like, a hundred...

And a new one pops up almost every day!

Why? Why *now*?

What for? Accident? Coincidence? Something is happening.

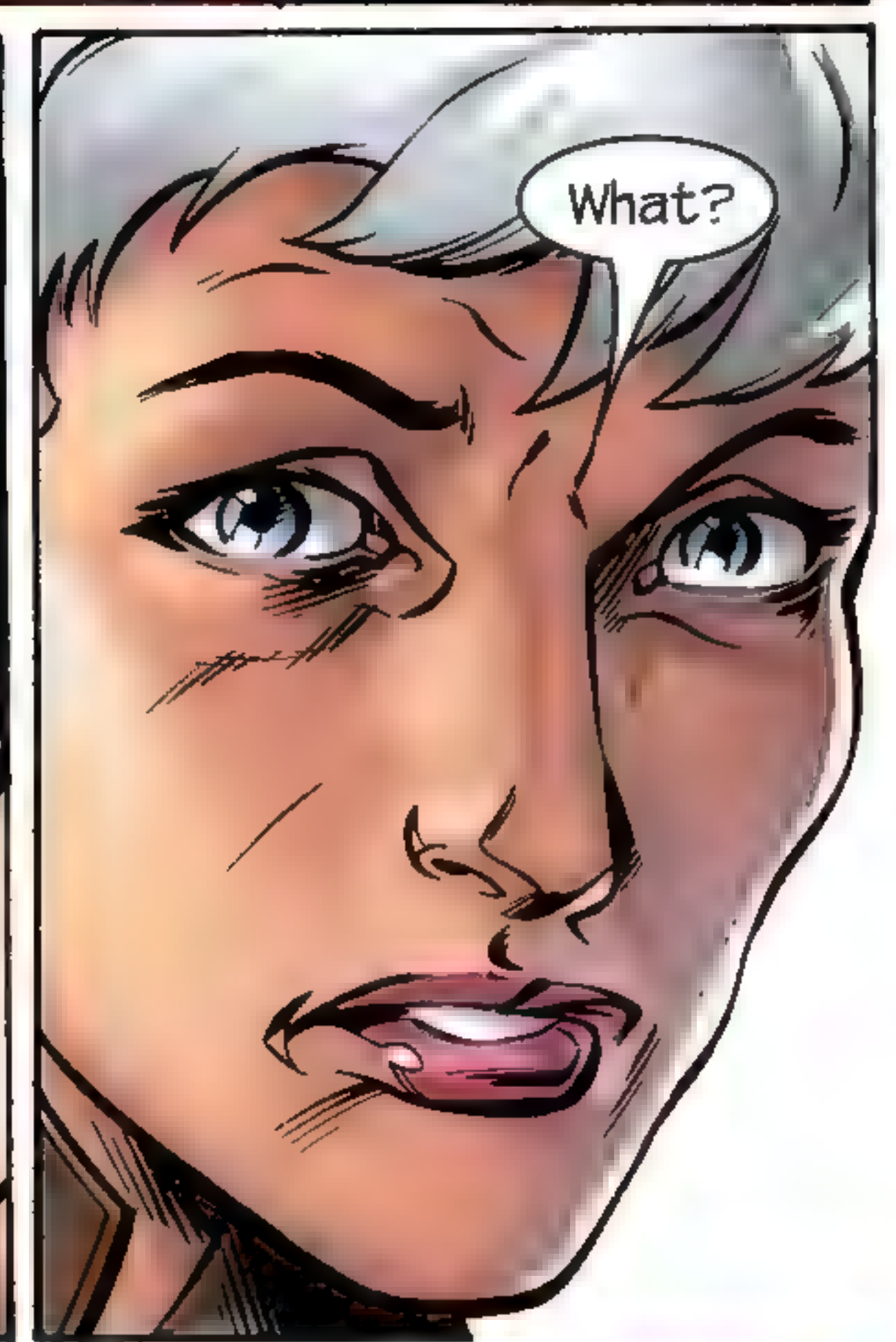


Someone in my class brought this up. He was almost joking- using "*Ghostbusters*" as his reference point, but...

It really got under my skin.

Maybe it *means* something, maybe it means something bigger is coming.

Maybe something's about to *happen*.



What?



I don't know. Maybe I'm too close to it to *see* it.

Maybe it's nothing.

Maybe this is just the way the world *is* now.

But if there *is* something bigger- I just feel that until it reveals itself, the *least* I can do is help as many people as I can.

Help people just get home at the end of the day.

Does that make any sense?



Kind of.



What are you thinking?





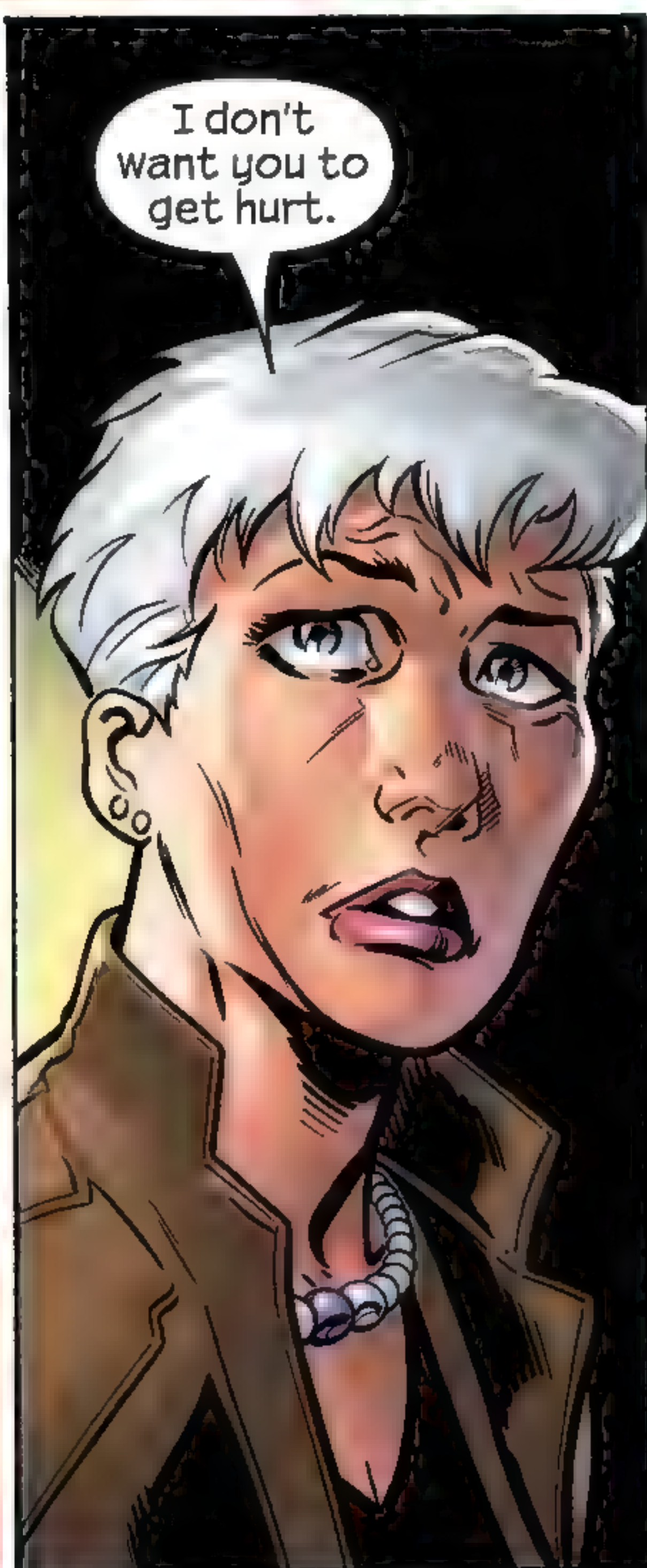
Everyone else has to worry about their kids drinking, doing drugs, stealing a car...

There's no precedent for what I'm going to have to worry about.

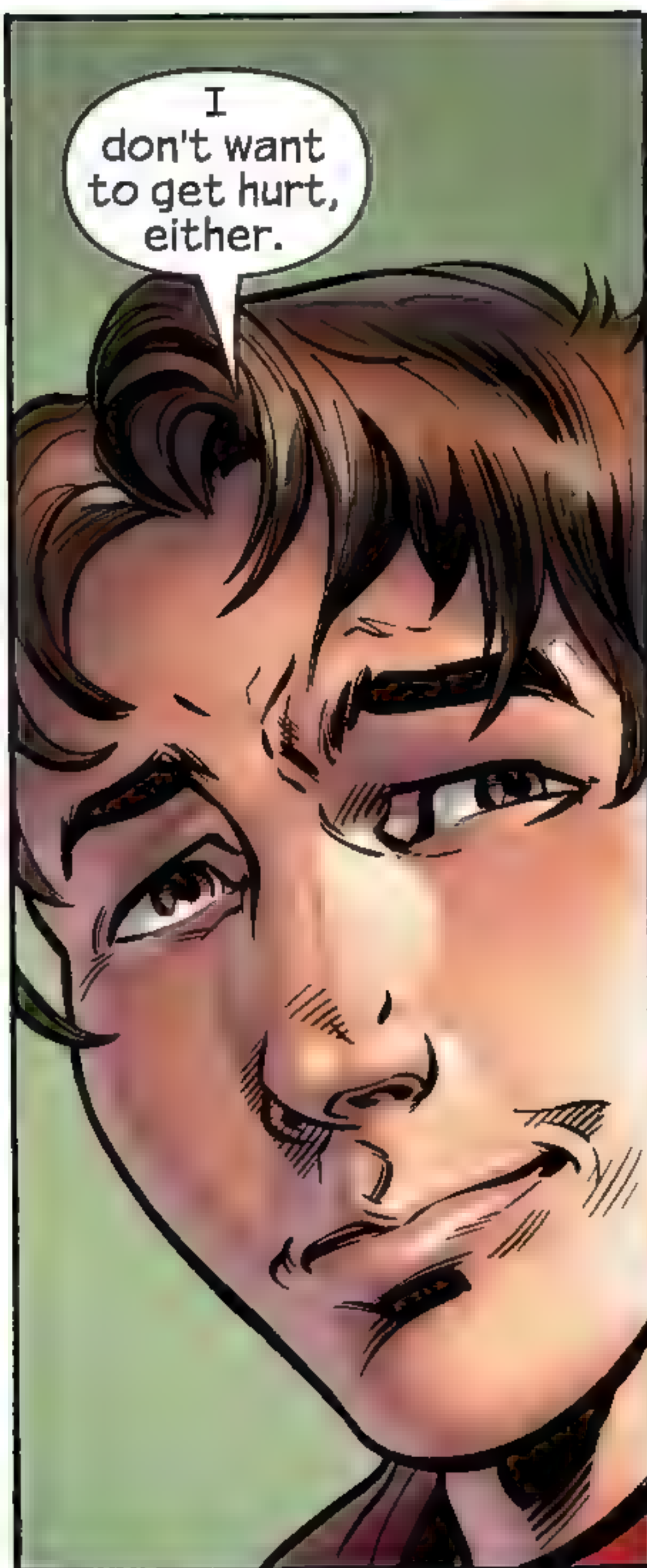
Because there's nothing, really, I can do to **stop** you from doing this.



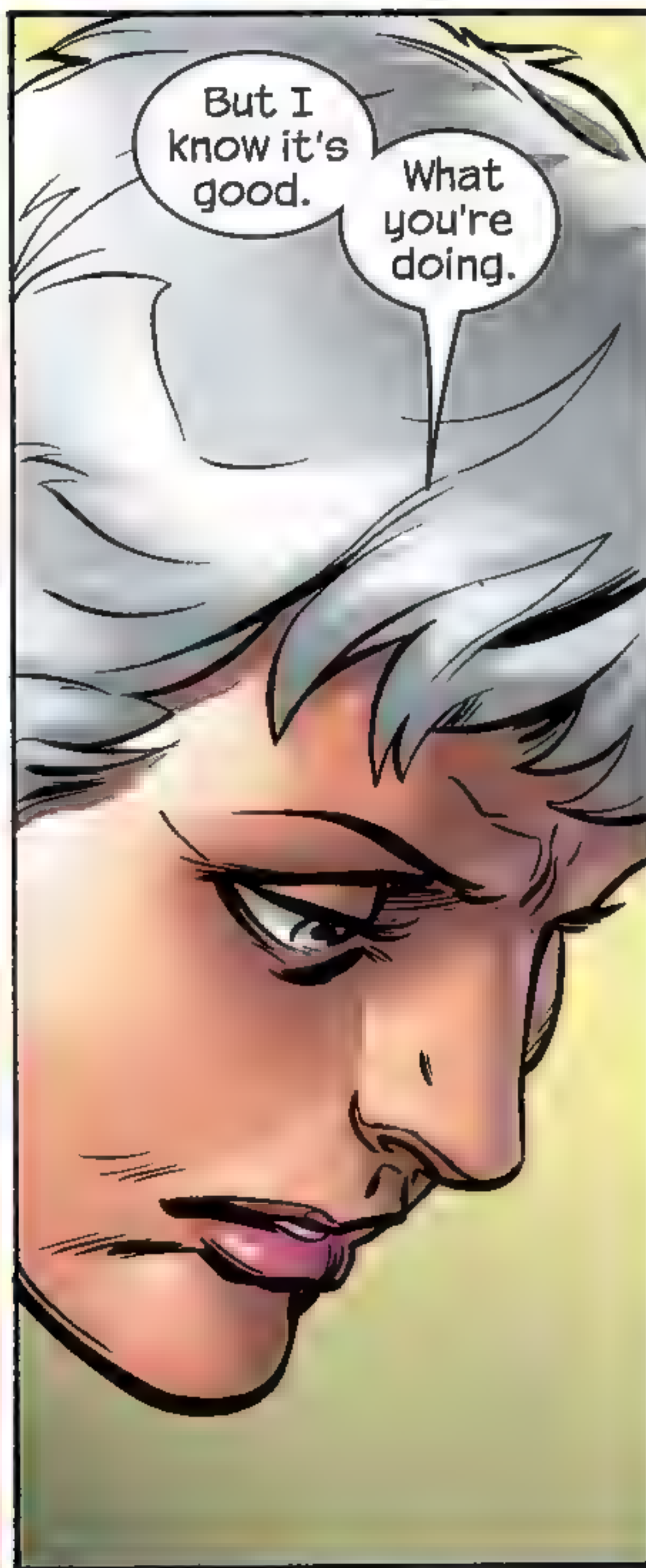
You **want** to stop me?



I don't want you to get hurt.

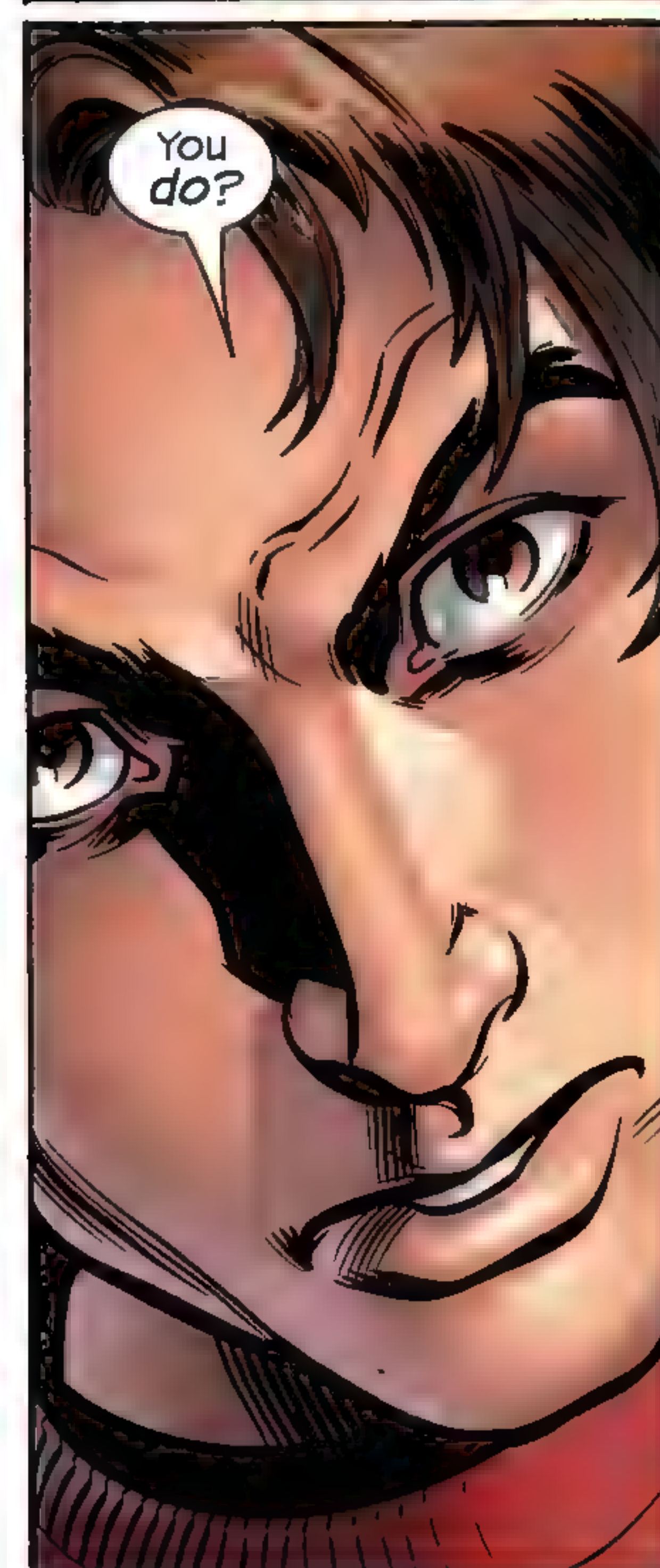


I don't want to get hurt, either.

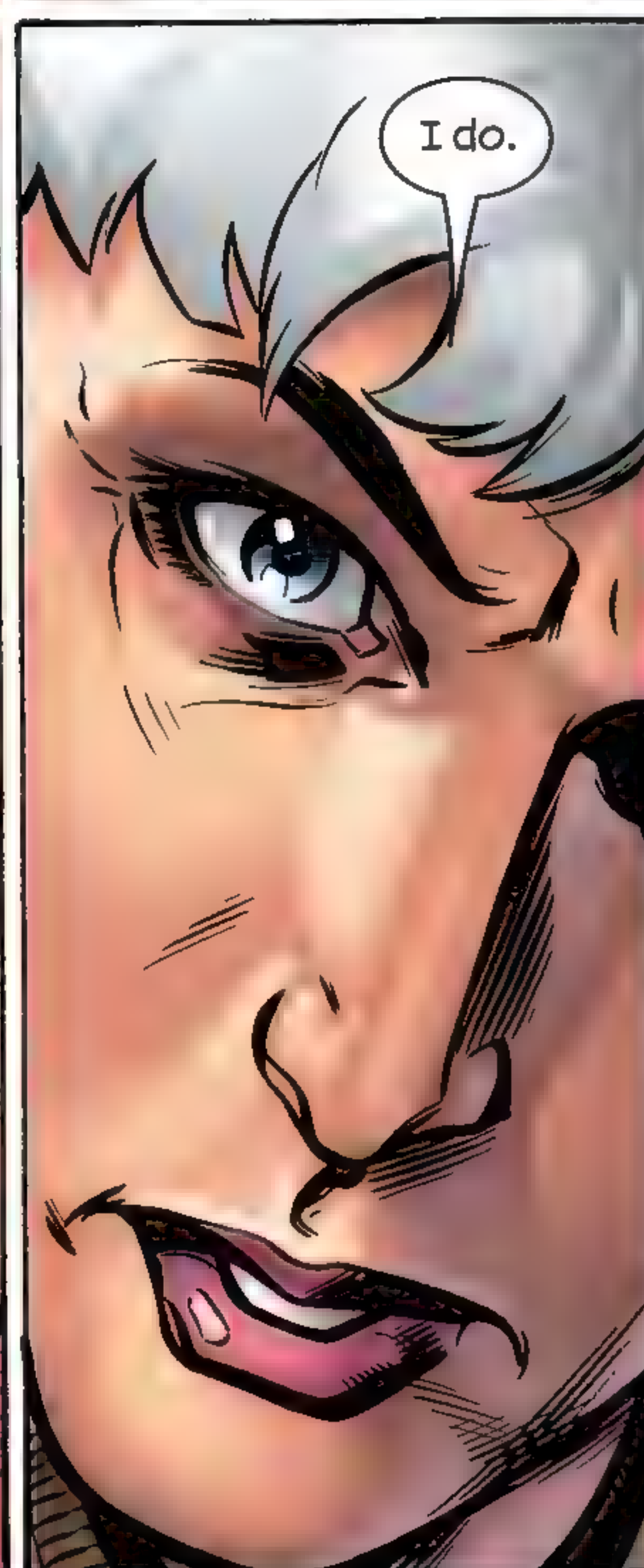


But I know it's good.

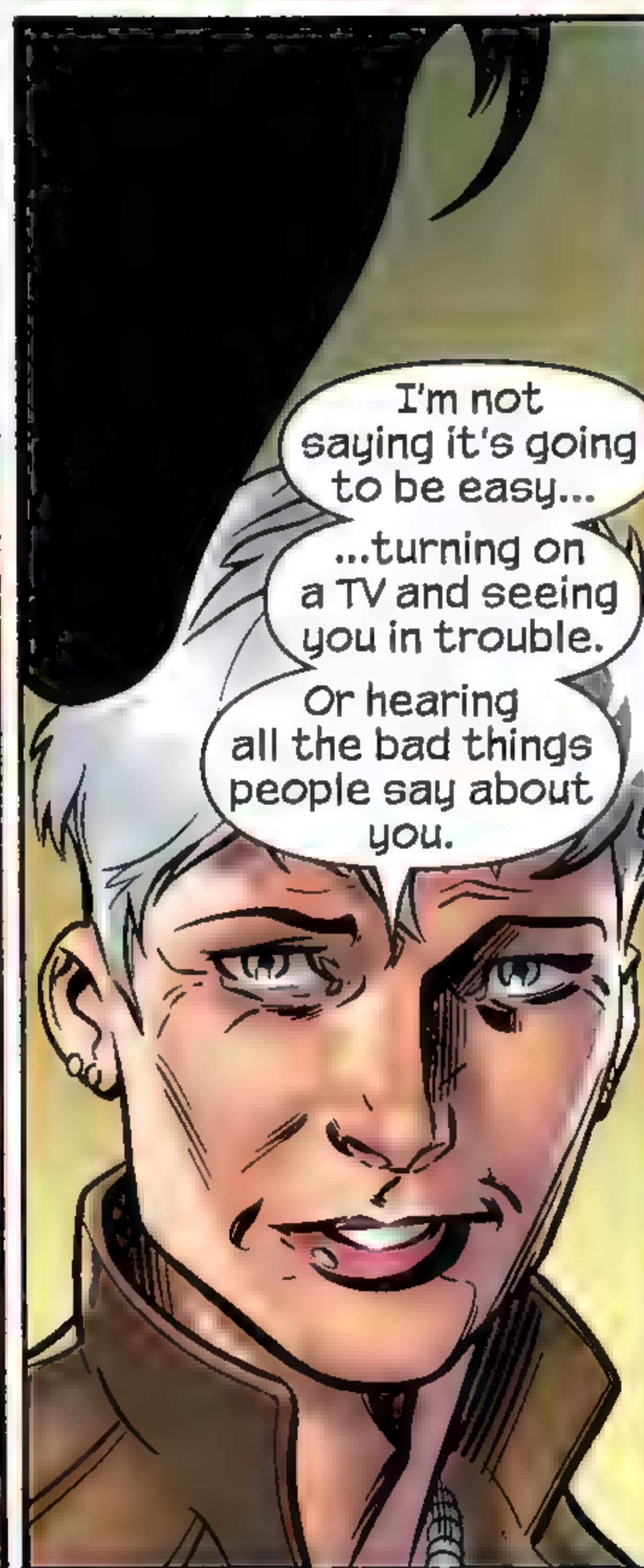
What you're doing.



You **do**?



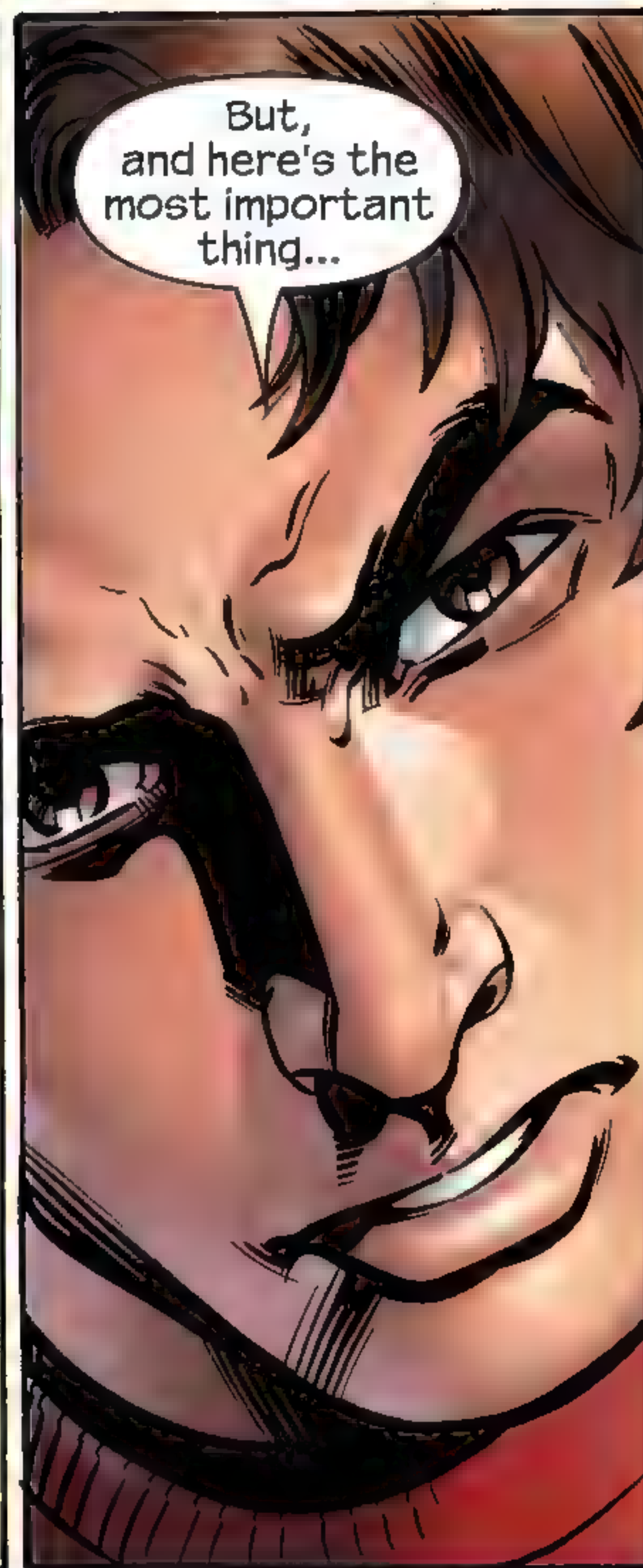
I do.



I'm not saying it's going to be easy...

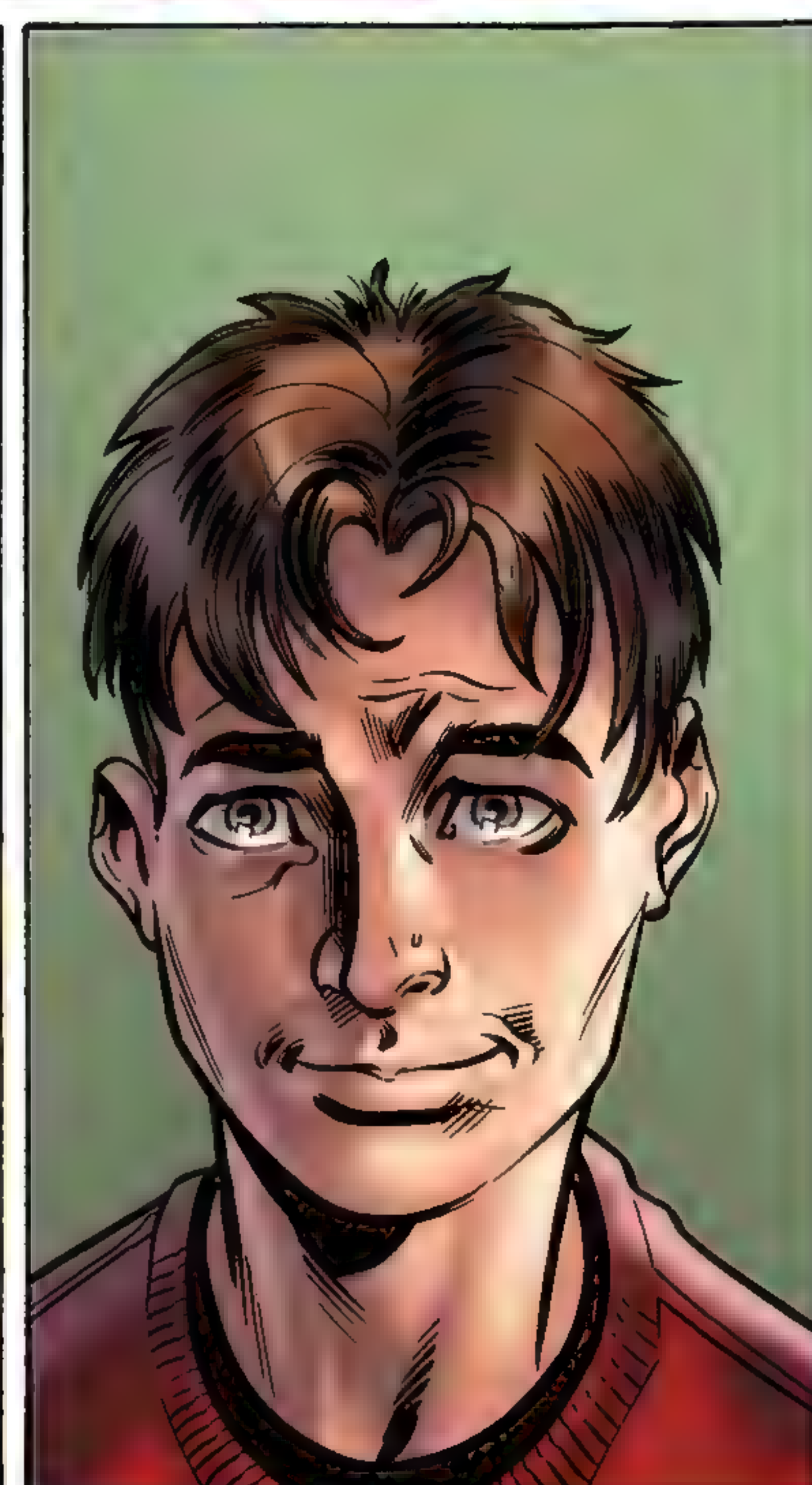
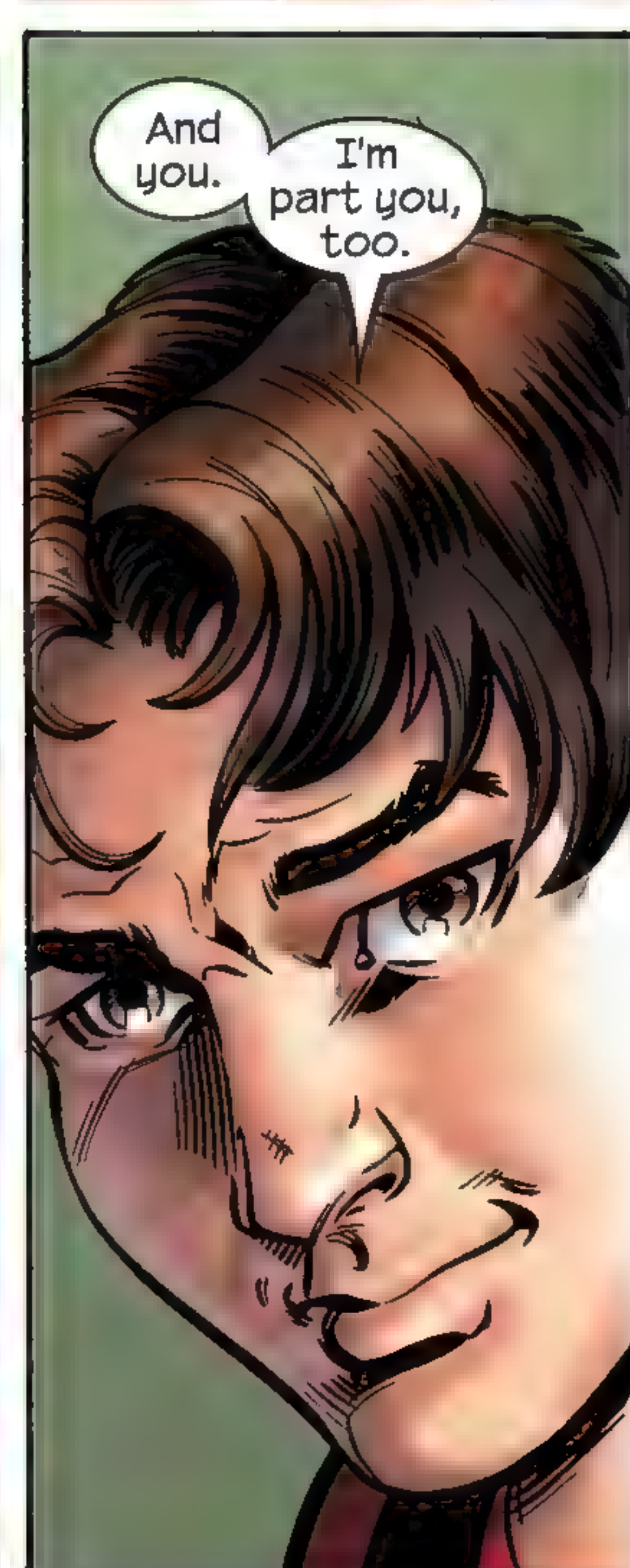
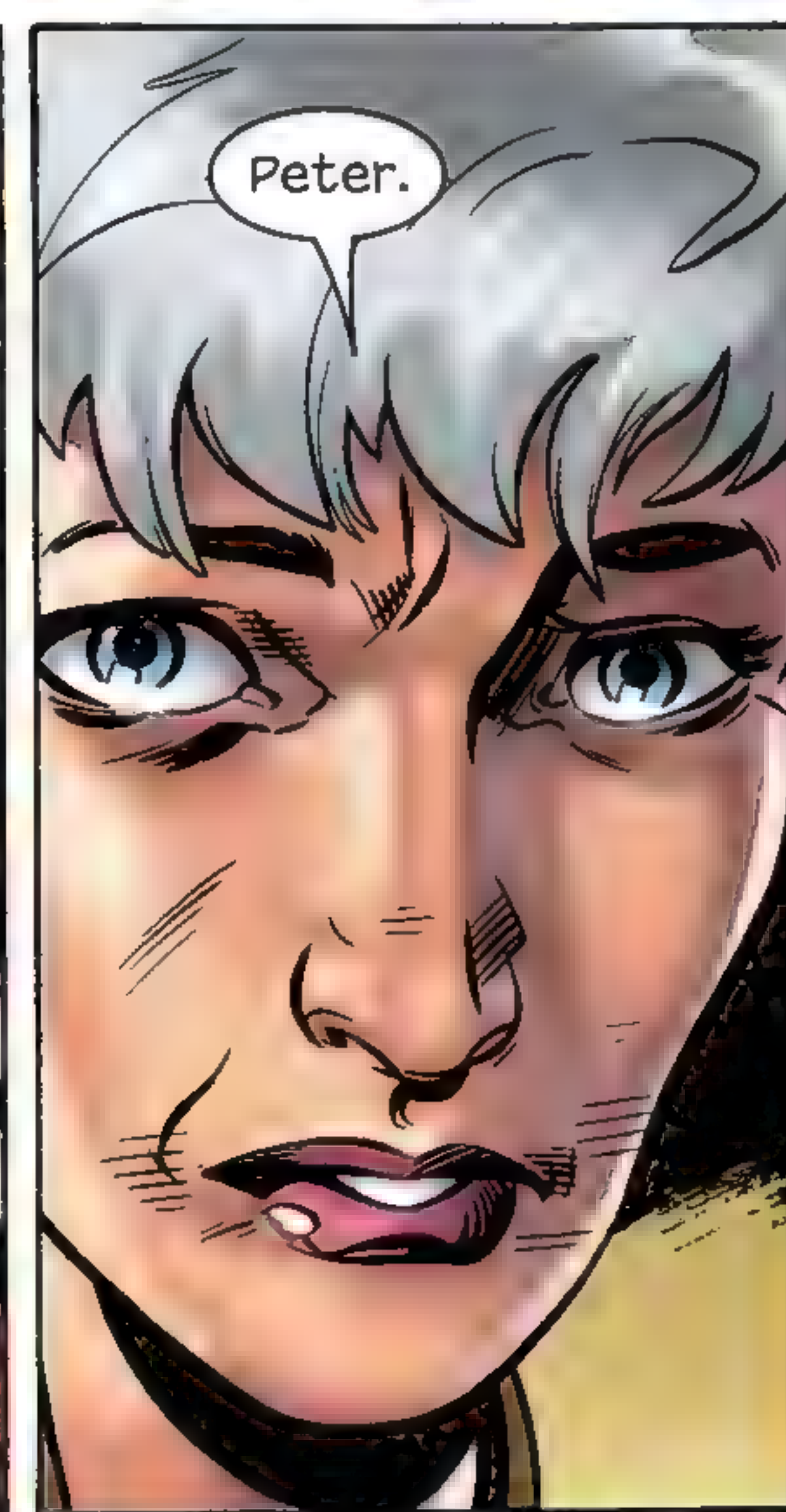
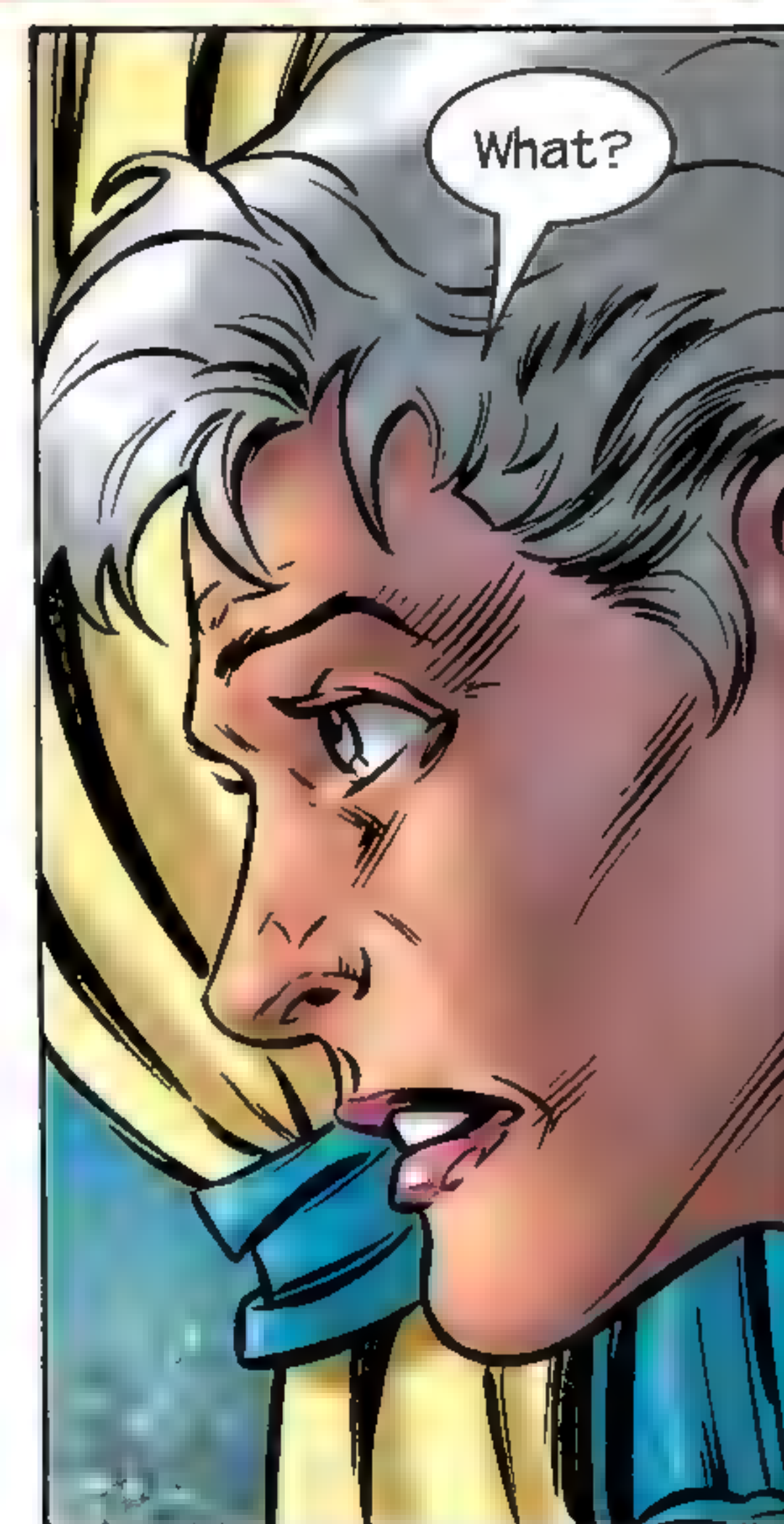
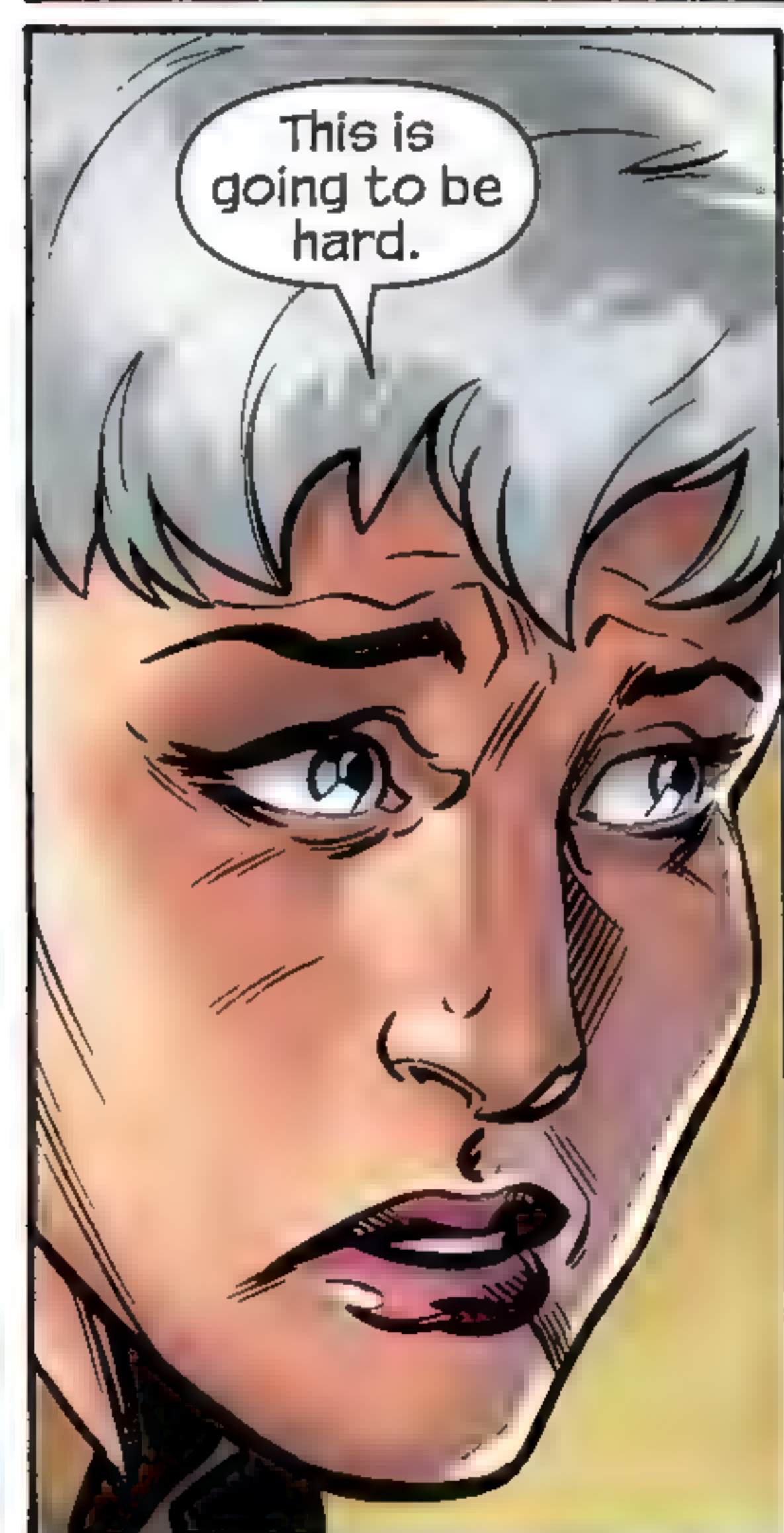
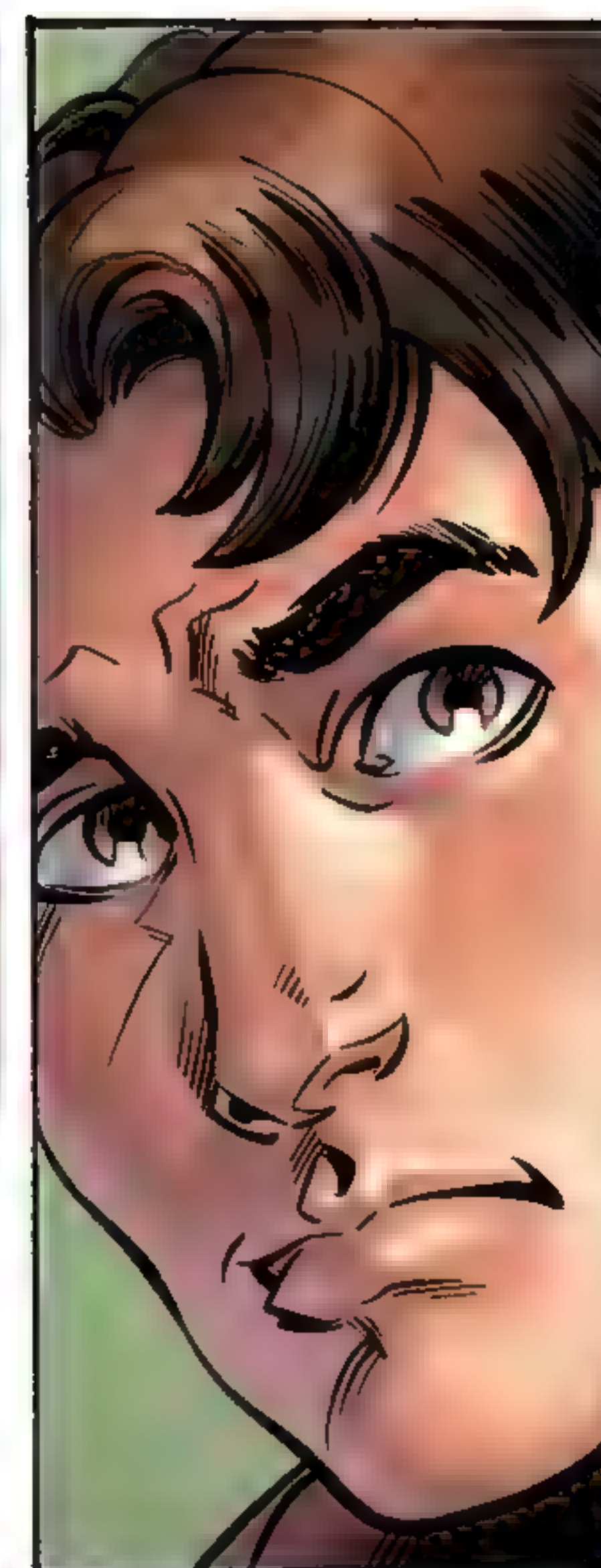
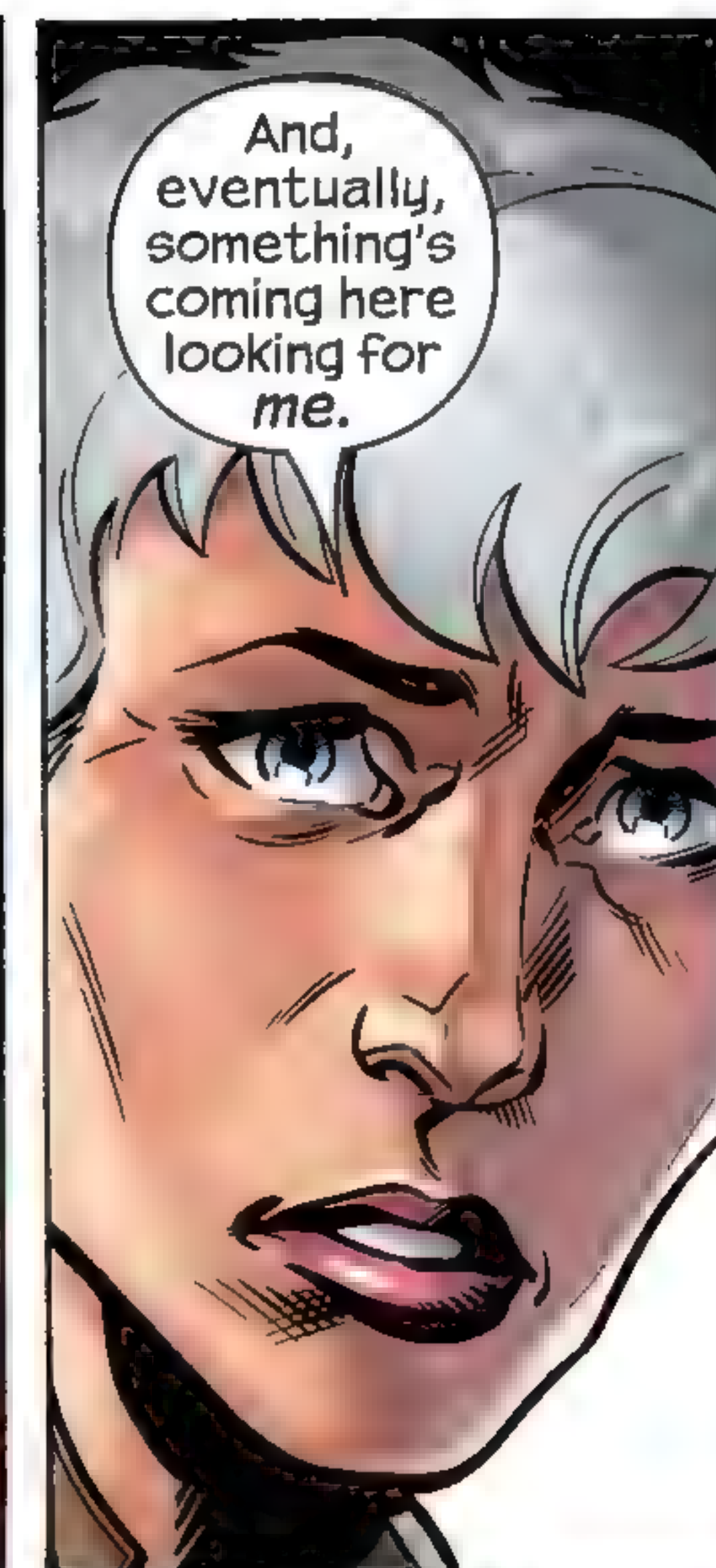
...turning on a TV and seeing you in trouble.

Or hearing all the bad things people say about you.



But, and here's the most important thing...









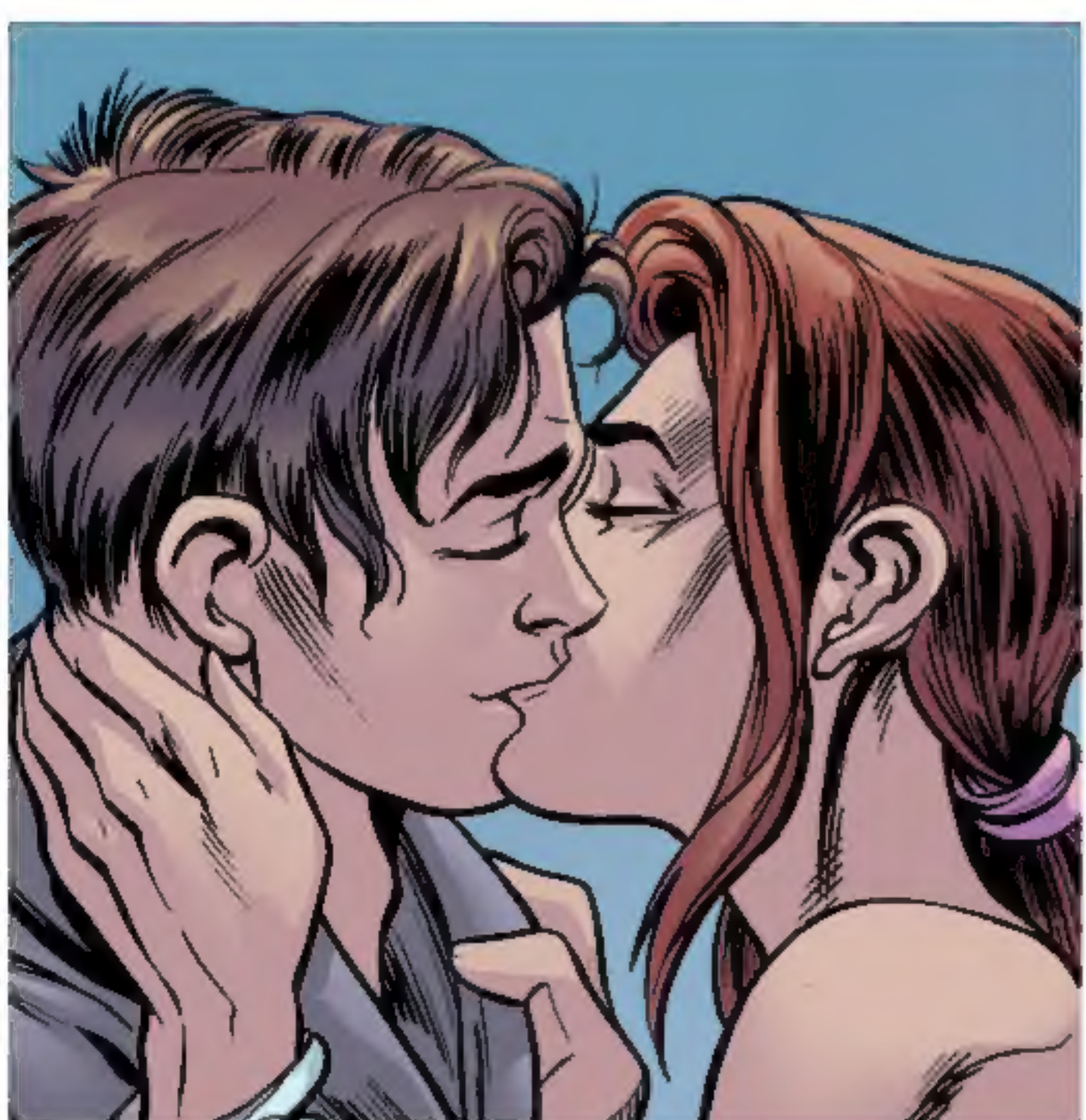




"I'm sure I'll find something to do."







# ULTIMATE SPIDER-MAN

So this is it, my last issue of Ultimate Spider-Man! Saying I'm conflicted about walking away from this project would be a vast understatement, but I really believe that the time has come for me to move on. I leave knowing that the book is in great hands with Stuart Immonen taking over the penciling chores. I don't think a better choice could have been made.

I'd first like to thank Bill Jemas for insisting I take this job over my idiotic objections. Ultimate Spidey came along at a real crossroad point in my comics career, and it is no exaggeration that it has become the most fulfilling and rewarding professional experience of my life. I'd like to thank Dan Buckley, Joe Quesada, Ralph Macchio, Nick Lowe, John Barber and all the folks in editorial who have had my back for all these years. I've never had an easier, more professional group of people to work with than you guys, and you'll always have my respect and gratitude.

Thanks and praise also to all my artistic collaborators whose talent made my work shine. Art Thibert, Steve Buccellato, Marie Javins, J.D. Smith, Scott Hanna, Justin Ponsor, Richard Isanove, John Dell and Drew Hennessy. I'm sure I'm forgetting a few (it was a looong run). All contributed to make this book as terrific looking as possible.

I have nothing to say about Brian Michael Bendis because words cannot express the deep appreciation and respect I have for the brilliance and talent, and the commitment he brings to this book. It has been my honor to be part of telling his stories, and I'm sure that Ultimate Spider-Man would be a shallow shadow without him.

Finally, to you fans—you guys rock! To have a book like this, in this day and age, remain this supported by y'all for this long is nothing short of astounding. There is not a day that goes by that I am not humbled and grateful for your support.

-Mark Bagley



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